

MOULTON BELLINGHAM PC

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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re

LEHMAN BROTHERS HOLDINGS INC., *et al.*

Debtors,

Chapter 11 Case No.

08-13555 (JMP)

(Jointly Administered)

**SUMMARY SHEET ACCOMPANYING SECOND INTERIM APPLICATION OF
MOULTON BELLINGHAM PC, SPECIAL COUNSEL TO THE DEBTORS IN
POSSESSION, SEEKING ALLOWANCE AND PAYMENT OF INTERIM
COMPENSATION AND REIMBURSEMENT OF ACTUAL AND NECESSARY
EXPENSES FOR OCTOBER 1, 2011 THROUGH MARCH 5, 2012**

Name of Applicant:	Moulton Bellingham PC (" <u>Moulton</u> ")
Authorized to Provide Professional Services to:	Lehman Brothers Holdings Inc. and its affiliated Debtors (collectively, " <u>Debtors</u> ")
Date of Retention:	Approved on August 15, 2011 <i>Nunc Pro Tunc</i> to March 1, 2011 ¹
Period for Which Compensation and Reimbursement is Sought:	October 1, 2011 to March 5, 2012

¹ Prior to that time, Moulton had been properly retained as an ordinary course professional and was assessing fees in accordance with the Amended OCP Order.

Amount of Professional Fees Sought as Actual, Reasonable, and Necessary: \$421,009.50²

Amount of Expense Reimbursement Sought as Actual, Reasonable, and Necessary: \$8,125.10

Total Amount Sought: \$429,134.60

This is an/a: X Interim ___ Final Application

Total Amount Received for this Application: \$342,560.90

Total Amount Received for All Prior Applications: \$256,072.54³

Aggregate Amount Paid to Date: \$598,633.44

Total Compensation and Expenses Previously Requested and Awarded:

Date	Filed	Period Covered	Requested Fees	Requested Expenses	Approved Fees	Approved Expenses
12/12/11	12/12/11	5/1/11 – 9/30/11	\$350,860.75	\$8,971.00	\$339,210.16 ⁴	\$8,971.00

² Moulton voluntarily reduced the amount of professional fees sought by \$4,486.50, which amount reflects voluntary reductions for time billed in increments of twentieths of an hour, non-working travel time, and time inadvertently billed at the improper rate. See FN 8 and FN 12.

³ The Fee Committee approved Moulton's fees and expenses in the amount of \$348,181.16 for the Ninth Interim Period. To date, Moulton has received \$256,072.54 for fees and expenses incurred during the Ninth Interim Period.

⁴ Moulton and the Fee Committee agreed to a reduction of \$11,650.59 for professional services rendered and no reduction for expenses incurred in the Ninth Interim Period (in addition to Moulton's courtesy discounts in the amount of \$6,610.50).

**SUMMARY OF MONTHLY FEE STATEMENTS
SERVED FROM OCTOBER 1, 2011 THROUGH MARCH 5, 2012**

Moonlight Basin Ranch, L.P. Matter

Period	Fees Requested⁵	Expenses Requested	Fees Paid	Expenses Paid
10/1/2011 - 10/31/2011	\$52,448.40	\$3,582.91	\$52,448.40	\$3,582.91
11/1/2011 - 11/30/2011	\$49,073.60	\$203.68	\$49,073.60	\$203.68
12/1/2011 - 12/31/2011	\$82,294.00	\$416.81	\$82,294.00	\$416.81
1/1/2012 - 1/31/2012	\$126,590.00	\$2,586.60	\$126,590.00	\$2,586.60
2/1/2012 - 2/29/1012	\$21,177.60	\$631.30	\$21,177.60	\$631.30
3/1/2012 - 3/5/2012	\$4,513.20	\$703.80	\$0.00	\$0.00
Totals:	<u>\$336,096.80</u>	<u>\$8,125.10</u>	<u>\$331,583.60</u>	<u>\$7,421.30</u>

Lone Mountain Ranch Matter

Period	Fees Requested	Expenses Requested	Fees Paid	Expenses Paid
10/1/2011 - 10/31/2011	\$776.00	\$0.00	\$776.00	\$0.00
11/1/2011 - 11/30/2011	\$216.00	\$0.00	\$216.00	\$0.00
12/1/2011 - 12/31/2011	\$1,017.60	\$0.00	\$1,017.60	\$0.00
1/1/2012 - 1/31/2012	\$270.40	\$0.00	\$270.40	\$0.00
2/1/2012 - 2/29/1012	\$1,276.00	\$0.00	\$1,276.00	\$0.00

⁵ The "Fees Requested" above represent 80% of Moulton's total fees for this interim period. By this Application Moulton seeks payment of the 20% holdback amount plus amounts due for March 2012, which amounts total \$86,573.70.

3/1/2012 - 3/5/2012	\$744.00	\$0.00	\$0.00	\$0.00
Totals:	<u>\$4,300.00</u>	<u>\$0.00</u>	<u>\$3,556.00</u>	<u>\$0.00</u>

**SUMMARY OF PROFESSIONALS PROVIDING SERVICES
FROM OCTOBER 1, 2011 THROUGH MARCH 5, 2012**

<u>Timekeeper</u>	<u>Title</u>	<u>Year Admitted</u>	<u>Rate⁶</u>	<u>Hours</u>	<u>Amount⁷</u>
<u>Shareholders</u>					
Doug James	Senior Shareholder	1982	\$310.00	455.70	\$141,267.00
Doug James	Senior Shareholder	1982	\$155.00 (travel)	10.60	\$1,643.00
John Jones	Senior Shareholder	1984	\$310.00	388.40	\$120,404.00
John Jones	Senior Shareholder	1984	\$300.00	3.10	\$930.00
Andy Forsythe	Senior Shareholder	1979	\$310.00	54.10	\$16,771.00
Andy Forsythe	Senior Shareholder	1979	\$225.00	1.0	\$225.00
Tom Smith	Senior Shareholder	1984	\$275.00	193.90	\$53,322.50
Tom Smith	Senior Shareholder	1984	\$137.50 (travel)	5.0	\$687.50
Duncan Peete	Shareholder	1991	\$250.00	0.90	\$225.00
Katie Bell	Shareholder	2006	250.00 ⁸	9.90	\$2,475.00
Katie Bell	Shareholder	2006	180.00	56.22	\$10,120.00
<u>Blended Rate</u>			<u>\$295.27</u>		
<u>Totals</u>				<u>1,178.82</u>	<u>\$348,070.00</u>

⁶ Moulton did not increase its hourly rates for shareholders, associates, or paralegals in 2012.

⁷ Moulton's fees in this column total \$425,557.00. Moulton bookkeepers have been unable to reconcile this figure with the total fees included in the Monthly Statements, \$425,496.00, and therefore Moulton has made a voluntary deduction of the \$61.00 difference.

⁸ Katie Bell is a tax LLM whose billing rate increased from \$180 to 250 per hour upon becoming a shareholder in January 2012. During the Tenth Interim Period, 9.90 hours of Ms. Bell's time was inadvertently billed at her new hourly rate of \$250. Moulton is not seeking compensation for the increase in Ms. Bell's hourly rate; accordingly, Moulton has made a voluntary deduction of \$693.00 to reflect her previous hourly rate of \$180.00. This is consistent with Moulton's pledge to not raise rates in 2012.

<u>Associates</u>					
Chris Sweeney	Associate	2008	\$150.00	212.90	\$31,935.00
Brian Marty	Associate	2010	\$160.00	52.00	\$8,320.00
Brandon Hoskins	Associate	2010	\$160.00	126.7	\$20,272.00
Brandon Hoskins	Associate	2010	\$80.00 (travel)	5.0	\$400.00
George Kimmet	Associate	2011	\$160.00	18.60	\$2,976.00
Afton Ball	Associate	2011	\$150.00	13.90	\$2,085.00
<u>Blended Rate</u>			<u>\$153.78</u>		
<u>Totals</u>				<u>429.10</u>	<u>\$65,988.00</u>
<u>Paraprofessionals</u>					
Kristine Boyer	Paralegal	N/A	\$140.00	34.50	\$4,830.00
Luanne Struss	Paralegal	N/A	\$130.00	51.30	\$6,669.00
<u>Blended Rate</u>			<u>\$134.02</u>		
<u>Totals</u>				<u>85.80</u>	<u>\$11,499.00</u>

**SUMMARY OF PROFESSIONALS PROVIDING SERVICES FROM
OCTOBER 1, 2011 THROUGH MARCH 5, 2012 (BY MATTER)**

Moonlight Basin Ranch, L.P. Matter

<u>Timekeeper</u>	<u>Title</u>	<u>Year Admitted</u>	<u>Rate</u>	<u>Hours</u>	<u>Amount</u>
<u>Shareholders</u>					
Doug James	Senior Shareholder	1982	\$310.00	455.70 ⁹	\$141,267.00
Doug James	Senior Shareholder	1982	\$155.00 (travel)	10.60	\$1,643.00
John Jones	Senior Shareholder	1984	\$310.00	380.20	\$117,862.00
John Jones	Senior Shareholder	1984	\$300.00	3.10	\$930.00
Andy Forsythe	Senior Shareholder	1979	\$310.00	54.10	\$16,771.00
Andy Forsythe	Senior Shareholder	1979	\$225.00	1.0	\$225.00
Tom Smith	Senior Shareholder	1984	\$275.00	193.90	\$53,322.50
Tom Smith	Senior Shareholder	1984	\$137.50 (travel)	5.0	\$687.50
Duncan Peete	Shareholder	1991	\$250.00	0.90	\$225.00
Katie Bell	Shareholder	2006	250.00 ¹⁰	9.90	\$2,475.00
Katie Bell	Shareholder	2006	180.00	56.22 ¹¹	\$10,120.00
<u>Totals</u>				<u>1,170.62</u>	<u>\$345,528.00</u>

⁹ Doug James's hours on this matter total 458.40. Mr. James billed 2.70 of these hours at a rate of \$0.00 per hour, which is reflected in this column and included in the Summary of Courtesy Discounts on page 9.

¹⁰ See FN 8.

¹¹ Katie Bell's hours on this matter total 58.00. Ms. Bell billed 1.78 hours of these at a rate of \$73.33 per hour, which is reflected in this column and included in the Summary of Courtesy Discounts on page 9.

<u>Associates</u>					
Chris Sweeney	Associate	2008	\$150.00	199.10	\$29,865.00
Brian Marty	Associate	2010	\$160.00	52.00	\$8,320.00
Brandon Hoskins	Associate	2010	\$160.00	126.70	\$20,272.00
Brandon Hoskins	Associate	2010	\$80.00 (travel)	5.00	\$400.00
George Kimmet	Associate	2011	\$160.00	18.60	\$2,976.00
Afton Ball	Associate	2011	\$150.00	13.90	\$2,085.00
<u>Totals</u>				<u>415.30</u>	<u>\$63,918.00</u>
<u>Paraprofessionals</u>					
Kristine Boyer	Paralegal	N/A	\$140.00	34.50	\$4,830.00
Luanne Struss	Paralegal	N/A	\$130.00	45.20	\$5,876.00
<u>Totals</u>				<u>79.70</u>	<u>\$10,706.00</u>

Lone Mountain Ranch Matter

<u>Timekeeper</u>	<u>Title</u>	<u>Year Admitted</u>	<u>Rate</u>	<u>Hours</u>	<u>Amount</u>
<u>Shareholders</u>					
John Jones	Senior Shareholder	1984	\$310.00	8.20	\$2,542.00
<u>Totals</u>				<u>8.20</u>	<u>\$2,542.00</u>
<u>Associates</u>					
Chris Sweeney	Associate	2008	\$150.00	13.80	\$2,070.00

<u>Totals</u>				<u>13.80</u>	<u>\$2,070.00</u>
<u>Paraprofessionals</u>					
Luanne Struss	Paralegal	N/A	\$130.00	6.10	\$793.00
<u>Totals</u>				<u>6.10</u>	<u>\$793.00</u>

**SUMMARY OF COURTESY DISCOUNTS FROM
OCTOBER 1, 2011 THROUGH MARCH 5, 2012**

<u>Timekeeper</u>	<u>Title</u>	<u>Hours</u>	<u>Discount Amount</u>
Doug James	Senior Shareholder	9.50	\$2,945.00
John Jones	Senior Shareholder	2.60	\$806.00
Andy Forsythe	Senior Shareholder	0.30	\$93.00
Katie Bell	Shareholder	1.78	\$320.00
Chris Sweeney	Associate	7.60	\$1,140.00
Brian Marty	Associate	1.30	\$208.00
Kris Boyer	Paralegal	7.30	\$1,022.00
Luanne Struss	Paralegal	0.70	\$91.00
<u>Totals</u>		<u>31.08</u>	<u>\$6,625.00</u>

**SUMMARY OF VOLUNTARY REDUCTIONS FOR TIME ENTRIES AND NON-
WORKING TRAVEL FROM OCTOBER 1, 2011 THROUGH MARCH 5, 2012**

<u>Period</u>	<u>Reduction – Time Entries</u>	<u>Reduction – Non- Working Travel</u>	<u>Total</u>
10/1/2011 - 10/31/2011	\$294.50	\$2,724.00	\$3,018.50
11/1/2011 - 11/30/2011	\$186.00	\$0.00	\$186.00
12/1/2011 - 12/31/2011	\$542.50	\$0.00	\$542.50
1/1/2012 - 1/31/2012	\$15.50	\$0.00	\$15.50
2/1/2012 - 2/29/1012	\$0.00	\$0.00	\$0.00
3/1/2012 - 3/5/1012	\$31.00	\$0.00	\$31.00
<u>Totals</u>	<u>\$1,069.50</u>	<u>\$2,724.00</u>	<u>\$3,793.50</u> ¹²

¹² Moulton voluntarily reduced the amount of professional fees sought by \$3,793.50, which amount reflects voluntary reductions for time billed in increments of twentieths of an hour and for non-working travel pursuant to the guidance provided in the Fee Committee's Confidential Letter Report dated February 17, 2012. Specifically, Moulton reduced time entries billed in twentieths of an hour to the nearest tenth of an hour, and has reduced time entries for non-working travel to reflect one-half the timekeeper's normal hourly rate.

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Special Counsel for Debtors

and Debtors in Possession

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re

LEHMAN BROTHERS HOLDINGS INC., *et al.*

Debtors,

Chapter 11 Case No.

08-13555 (JMP)

(Jointly Administered)

**SECOND INTERIM APPLICATION OF MOULTON BELLINGHAM PC, SPECIAL
COUNSEL TO THE DEBTORS IN POSSESSION, SEEKING ALLOWANCE AND
PAYMENT OF INTERIM COMPENSATION AND REIMBURSEMENT OF ACTUAL
AND NECESSARY EXPENSES FOR OCTOBER 1, 2011
THROUGH MARCH 5, 2012**

TO THE HONORABLE JAMES M. PECK
UNITED STATES BANKRUPTCY JUDGE:

COMES NOW Moulton Bellingham PC (“Moulton”), Special Counsel for Lehman Brothers Holdings Inc. and its affiliated debtors in the above-captioned chapter 11 cases (collectively, the “Debtors”), and submits this second interim application (the “Application”)

seeking (a) allowance of compensation for professional services rendered by Moulton to the Debtors in the amount of \$421,009.50 and (b) reimbursement of actual and necessary charges and disbursements incurred by Moulton in the rendering of required professional services on behalf of the Debtors in the amount of \$8,125.10, in each case for the period from October 1, 2011 through March 5, 2012 (the “Compensation Period”), pursuant to section 330(a) of title 11 of the United States Code (the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), the United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330, adopted on January 30, 1996 (the “UST Guidelines”), General Order M-389, Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases (the “Local Guidelines”), and the Fourth Amended Order Pursuant to Sections 105(a) and 331 of the Bankruptcy Code and Bankruptcy Rule 2016(b) Establishing Procedures for Interim Monthly Compensation and Reimbursement of Expenses of Professionals, entered in these cases on April 14, 2011 [Docket No. 15997] (the “Interim Compensation Order”). In support of this Application, Moulton respectfully represents as follows.

Background

1. Commencing on September 15, 2008 and periodically thereafter (as applicable, the “Commencement Date”), Lehman Brothers Holdings Inc. (“LBHI”) and the other Debtors commenced with the United States Bankruptcy Court of the Southern District of New York (the “Court”) voluntary cases under chapter 11 of the Bankruptcy Code. The Debtors’ chapter 11

cases have been consolidated for procedural purposes only and are being jointly administered pursuant to Bankruptcy Rule 1015(b). The Debtors are authorized to operate their businesses and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

2. On September 17, 2008, the United States Trustee for the Southern District of New York (the “U.S. Trustee”) appointed a statutory committee of unsecured creditors pursuant to section 1102 of the Bankruptcy Code (the “Creditors’ Committee”).

3. On September 19, 2008, a proceeding was commenced under the Securities Investor Protection Act of 1970 (“SIPA”) with respect to Lehman Brothers Inc. (“LBI”). A trustee appointed under SIPA is administering LBI’s estate. On January 19, 2009, the U.S. Trustee appointed an examiner (the “Examiner”) and on January 20, 2009, the Court approved the U.S. Trustee’s appointment of the Examiner.

4. On May 26, 2009, the Court appointed a fee committee (the “Fee Committee”), and approved a protocol to govern the review and payment of fees and reimbursement of expenses of professionals retained by the Debtors’ estates, (as amended the “Fee Protocol”). The Fee Committee was authorized to perform the duties described in the Fee Protocol, including, among others, implementing procedures to effectively monitor the fees of the Retained Professionals (as defined in the Fee Protocol) and reducing inefficiency by establishing measures to avoid duplication of effort, overstaffing, the rendering of unnecessary services, and the incurrence of excessive or inappropriate expenses by Retained Professionals. Since its appointment, the Fee Committee has intermittently issued guidelines with respect to the fees and

expenses of the Retained Professionals (the “Fee Committee Guidelines,” together with the UST Guidelines, the Local Guidelines, and the Interim Compensation Order, the “Guidelines”).

5. On September 1, 2011, the Debtors filed a third amended joint chapter 11 plan (the “Plan”) and disclosure statement (the “Disclosure Statement”) [ECF Nos. 19627 and 19629]. On September 1, 2011, the Court entered an amended order [ECF No. 19631] approving the Disclosure Statement, establishing solicitation and voting procedures in connection with the Plan, scheduling the confirmation hearing and establishing notice and objection procedures for the confirmation hearing. On September 15, 2011, the Court entered an order [ECF No. 20016] approving a modification to the Disclosure Statement. On November 29, 2011, the Debtors filed a modified Plan [ECF No. 22737].

6. The Court entered an order confirming the Plan on December 6, 2011 [ECF No. 20323]. The Plan became effective on March 6, 2012.

Jurisdiction and Venue

7. This Court has jurisdiction to consider this matter pursuant to 28 U.S.C. § 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

Relief Requested

8. Pursuant to this Application, Moulton seeks allowance of the following: (a) compensation for professional services rendered during the Compensation Period in the aggregate amount of \$421,009.50 and (b) reimbursement of expenses incurred in connection with such services in the aggregate amount of \$8,125.10.

9. During the Compensation Period, Moulton attorneys and paraprofessionals expended a total of 1,693.72 hours for which compensation is requested. During the Compensation Period, Moulton attorneys and paraprofessionals expended a total of 31.08 hours for which compensation is not sought.

10. Prefixed to this Application is the cover sheet required by the UST Guidelines, which includes a schedule setting forth the names of all Moulton professionals and paraprofessionals who have performed services for which compensation is sought, the person's position in the firm, and the year in which each attorney was first admitted to practice law. In addition, the schedule sets forth for each person (a) the hourly rate during the Compensation Period, (b) the total hours billed for which compensation is sought, and (c) the total compensation for such hours.

11. Also prefixed to this Application is the summary sheet, requested by the Fee Committee, showing the timekeepers who provided services (including their hours and fees) and the Moulton matter to which the relevant services apply.

12. Annexed hereto as Exhibit "A" are copies of Moulton's monthly statements for the Compensation Period which include detailed time entries of Moulton professionals and paraprofessionals with respect to the compensation requested and detailed itemization of the expenses for which reimbursement is sought. Annexed hereto as Exhibit "B" is a detailed itemization of the expenses incurred by Moulton during the Compensation Period for which reimbursement is sought. Annexed hereto as Exhibit "C" is a copy of Moulton's summary materials for the Compensation Period. Annexed hereto as Exhibit "D" is a chart, per the UST

Guidelines and Fee Committee Guidelines, listing (a) all hearings, meetings, and depositions attended by more than one Moulton timekeeper during the Compensation Period; (b) all Moulton timekeepers at such event; and (c) the reasons why all such timekeepers' attendance at such hearing, meeting, or deposition was necessary. Annexed hereto as Exhibit "E" is the certification of Doug James with respect to the Application pursuant to the Local Guidelines.

Moulton's Retention

13. On July 6, 2011, the Debtors filed their Application Pursuant to Section 327(e) of the Bankruptcy Code and Rule 2014 of the Federal Rules of Bankruptcy Procedure for Authorization to Modify the Procedures for Compensating and Reimbursing Moulton Bellingham PC, as Special Counsel to the Debtors, Effective as of March 1, 2011 [ECF No. 18291] (the "Retention Application").

14. On August 15, 2011, the Court entered the Order Pursuant to Section 327(e) of the Bankruptcy Code and Rule 2014 of the Federal Rules of Bankruptcy Procedure Authorizing the Modification of the Procedures for Compensating and Reimbursing Moulton Bellingham PC, as Special Counsel to the Debtors, Effective as of March 1, 2011 [ECF No. 19259] (the "Retention Order").

Payments Received by Moulton in Accordance with the Interim Compensation Order

15. On April 14, 2011, the Court entered the Interim Compensation Order, pursuant to which the Court established procedures for the Debtors' payment of interim compensation and reimbursement of expenses of professionals retained in these chapter 11 cases.

16. During the Compensation Period, Moulton served a notice of monthly fee and expense invoice for each monthly period from October 1, 2011 through March 5, 2012 (collectively, the “Monthly Statements”). Because no objections were filed to any of the Monthly Statements, the Debtors made the following payments to Moulton in respect of certain of the Monthly Statements pursuant to the Interim Compensation Order:

Period	Fees Requested	Expenses Requested	Payment Date	Payment Amount¹³
October 2011	\$66,530.50	\$3,582.91	12/28/2011	\$56,807.31
November 2011	\$61,612.00	\$203.68	01/27/2012	\$49,443.28
December 2011	\$104,139.50	\$416.81	03/19/2012	\$83,728.41
January 2012	\$158,575.50	\$2,586.60	04/04/2012	\$129,447.00
February 2012	\$28,067.00	\$631.30	04/24/2012	\$23,084.90
March 2012	\$6,571.50	\$703.80	Not yet paid.	Not yet paid.

Summary of Services Rendered by Moulton

17. Below is a summary of the major activities performed during the Compensation Period by Moulton professionals and paraprofessionals in assisting the Debtors with their chapter 11 cases and other restructuring-related activities. More detailed descriptions of the services rendered by Moulton are included in the Monthly Statements and Exhibit “A” hereto. In accordance with the UST Guidelines, a summary of the hours and amounts billed during the Compensation Period by each timekeeper, as well as each timekeeper’s position, hourly rate and,

¹³ Payments were made on account of 80% of fees and 100% of expenses requested.

if applicable, the year in which each timekeeper was first licensed to practice law, is set out in the summary materials accompanying this Application, also attached as Exhibit “C” hereto.

Moonlight Basin Ranch, L.P. Matters

Moulton represented Debtor (for the avoidance of confusion in this section only, “Lehman”) in initiating a state court foreclosure action against Moonlight Basin Ranch and related entities. Lehman sought to foreclose its mortgages upon the resort, sought a judgment against the individual guarantor, and sought the appointment of a receiver. Moonlight Basin Ranch then filed nine related bankruptcy cases in the United States Bankruptcy Court for the District of Montana. Moonlight filed seven emergency motions in each of the nine cases that were set for hearing on an emergency basis on a few days notice. Moulton provided representation for Lehman in the bankruptcy cases in cooperation and coordination with Weil, Gotshal & Manges, LLP. Moonlight sought Court approval of a super priority priming lien in favor of a third party hedge fund. In response to the priming motion, Lehman offered Debtor In Possession financing to Moonlight, which ultimately was accepted by Moonlight and was approved by the Court. Moulton acted as local counsel assisting in negotiating and documenting the DIP financing.

In addition to the bankruptcy cases, Moulton, in association with Weil, Gotshal & Manges, LLP, initiated an adversary action that was a declaratory judgment action asking the Court to uphold the validity of Lehman’s loan documents and multiple releases of all claims agreements that had been executed by Moonlight. Moonlight and related entities and insiders asserted numerous counterclaims against Lehman. After extensive litigation and discovery, the

adversary action was settled pursuant to a Settlement and Sale Agreement. Upon motion of the United States Trustee, an examiner was appointed to investigate Moonlight and the settlement. Moulton represented Lehman in connection with the Examiner's investigation, including several Rule 2004 examinations. Ultimately, the United States Trustee stipulated to the order appointing the Examiner being vacated and thereafter, the Settlement was approved by the Bankruptcy Court, pursuant to Bankruptcy Rule 9019, on September 8, 2011.

On September 8, 2011, the Bankruptcy Court approved the Moonlight Disclosure Statement and subsequently, on October 26, 2011, confirmed the Moonlight Basin chapter 11 plans. Moulton worked with Weil, Gotshal, & Manges, LLP on the closing pursuant to which the majority of the Moonlight assets were be transferred to new Lehman-controlled entities, pursuant to the Settlement and Sale Agreement and the confirmed chapter 11 plans. . Moulton has provided representation to Lehman and has benefited the estate through: (i) the successful litigation of the adversary litigation and defense of the counterclaims and the negotiated settlement; (ii) the successful conclusion of the investigation by the Examiner; (iii) by documenting the settlement and obtaining Bankruptcy Court approval of the Settlement and Sale Agreement; (iv) attending court hearings and Rule 2004 examinations; (v) assisting in the negotiation and preparation of a stipulated disclosure statement and chapter 11 plans; (vi) analyzing claims, negotiating the purchase and settlement of claims and assisting in preparing objections to claims; (vii) negotiating with the Moonlight debtors and related insiders; and (viii) assisting in the due diligence and documentation required for the transfer of assets, which include a complex 8,000 acre four seasons resort with a ski hill, golf course, and development

property. The legal issues related to closing and the transfer of assets include employment issues under Montana law, the transfer of highly regulated beverage licenses pursuant to Montana's complex rules and regulations governing beverage (liquor) licenses, the transfer of an explosives permit, the transfer of water rights pursuant to Montana law, the transfer of real property interests, and the transfer of Treeline Springs, the utility that provides water and sewer service to the resort. The estate has benefited from the successful resolution of the litigation, the conclusion of the foreclosure action, Court approval of the settlement, and confirmation of the chapter 11 plans for Moonlight Basin Ranch, et. al. and from the anticipated transfer of assets to Lehman-controlled entities. Throughout the bankruptcy cases and the adversary litigation, Moulton worked in association with Weil, Gotshal & Manges, LLP in representing Lehman.

Between October 1, 2011 and March 5, 2012, Moulton represented Lehman in connection with the confirmation of the Moonlight Basin chapter 11 plan of reorganization, objections to claims, the closing and the transfer of assets from the Moonlight Basin entities to new Lehman-controlled entities, and certain post-closing matters including: (a) an application to transfer the assets of Treeline Springs, LLC (water and sewer utility) to a new Lehman-controlled entity before the Montana Public Service Commission; (b) the transfer of three controlled beverage licenses pursuant to applications submitted to the Montana Department of Revenue; and (c) other state law issues including employment issues and corporate matters.

Lone Mountain Ranch Matter

Moulton provided varied levels of legal expertise in assisting Lehman in successfully acquiring the Lone Mountain Ranch assets after default on its financial obligations. These legal

services included advice and counsel regarding the collateral security held by Lehman and owned by Lone Mountain Ranch, the complex rules and regulations under Montana law regulating controlled-beverages (liquor) operations and the licenses operated by Lone Mountain Ranch and its affiliates, including the successful transfer of the liquor licenses to approved licensees, negotiations with the State of Montana Department of Revenue, real property and contract review, and analysis and drafting related to the acquisition of the Lone Mountain Ranch assets. Moulton's services benefited the estate as a result of the successful acquisition of the Lone Mountain Ranch assets, its licensees and contracts, and its revenue stream. The acquisition will allow successful operation and subsequent sale of the Lone Mountain Assets in Lehman's discretion and with court approval. Post-closing, Moulton has continued to represent Lehman in connection with its application to transfer the controlled beverage license pursuant to an application for transfer pending before the Montana Department of Revenue.

Expenses Incurred by Moulton

18. Section 330 of the Bankruptcy Code authorizes "reimbursement for actual, necessary expenses" incurred by professionals employed under section 327 of the Bankruptcy Code. Accordingly, Moulton seeks reimbursement for expenses incurred in rendering services to the Debtors during the Compensation Period. The total amount of the expenses for the Compensation Period is \$8,125.10, which are detailed in the attached Exhibit "B".

19. In accordance with the requirements of the Bankruptcy Code, the Bankruptcy Rules, and the Guidelines, Moulton maintains the following policies with respect to expenses for which reimbursement is sought herein:

- a. No amortization of the cost of any investment, equipment, or capital outlay is included in the expenses. In addition, for those items or services that Moulton purchased or contracted from a third party (such as outside copy services), Moulton seeks reimbursement only for the exact amount billed to Moulton by the third party vendor and paid by Moulton to the third party vendor.
- b. Black and white photocopying by Moulton was charged at 10 cents per page. Color photocopying by Moulton was charged at 50 cents per page. To the extent practicable, Moulton utilized less expensive outside copying services which are billed at actual cost.
- c. Moulton did not impose any charge to the Debtors for facsimiles.
- d. Meal charges incurred during travel charged to the Debtors for Moulton personnel were limited to \$40 per person.
- e. Moulton did not impose any charge to the Debtors for working meals or overtime meals.
- f. Moulton did not impose any charge to the Debtors for airfare or taxi fare.
- g. Fees for hotel accommodation charged to the Debtors for Moulton personnel were not in excess of \$500 per night.
- h. Moulton did not impose any charge to the Debtors for staff overtime, word processing, proofreading charges or other "overhead."

The Requested Compensation Should Be Allowed

20. Section 330 of the Bankruptcy Code provides that the Court may award a professional person employed under section 327 or 1103 of the Bankruptcy Code:

- a. reasonable compensation for actual, necessary services rendered by the trustee, examiner, professional person, or attorney and by any paraprofessional person employed by any such person; and
- b. reimbursement for actual, necessary expenses.

11 U.S.C. § 330(a)(1). Section 330(a)(3)(A) further provides the following standards for the Court's review of a fee application:

In determining the amount of reasonable compensation to be awarded, the court shall consider the nature, the extent, and the value of such services, taking into account all relevant factors, including

- a. the time spent on such services;
- b. the rates charged for such services;
- c. whether the services were necessary to the administration of, or beneficial at the time the service was rendered toward the completion of, a case under this title;
- d. whether the services were performed within a reasonable amount of time commensurate with the complexity, importance, and nature of the problem, issue, or task addressed; and
- e. whether the compensation is reasonable, based on the customary compensation charged by comparably skilled practitioners in cases other than cases under this title.

11 U.S.C. § 330(a)(3)(A).

21. Moulton respectfully submits that it has satisfied the requirements for the allowance of the compensation and reimbursement of expenses sought herein. The services described above, at the time they were provided, were necessary and beneficial to the administration of the Debtors' chapter 11 cases. Moulton's services were consistently performed in a timely manner, commensurate with the complexity of the issues facing the Debtors and the nature and importance of the problems, issues, and tasks. Furthermore, the compensation sought by Moulton is reasonable because it is based on the customary compensation charged by

comparably skilled practitioners outside of bankruptcy. Accordingly, approval of the compensation sought herein is warranted.

Moulton's Statements Pursuant to Bankruptcy Rule 2016(a)

22. Pursuant to the Interim Compensation Order, Moulton has submitted the Monthly Statements to (a) the Debtors, (b) counsel to the Debtors, Weil, Gotshal & Manges, LLP, (c) counsel to Creditors' Committee, Milbank, Tweed, Hadley & McCloy LLP, (d) the U.S. Trustee, (e) the Fee Committee, (f) counsel to the Fee Committee, and (g) BrownGreer PLC (collectively the "Notice Parties"), during the Compensation Period with respect to the Debtors' chapter 11 cases, as follows: (a) from October 1, 2011 through October 31, 2011, fees of \$53,224.40 and expenses of \$3,582.91; (b) from November 1, 2011 through November 30, 2011, fees of \$49,289.60 and expenses of \$203.68; (c) from December 1, 2011 through December 31, 2011, fees of \$83,311.60 and expenses of \$416.81; (d) from January 1, 2012 through January 31, 2012, fees of \$126,860.40 and expenses of \$2,586.60; (e) from February 1, 2012 through February 29, 2012, fees of \$22,453.60 and expenses of \$631.30; and (f) from March 1, 2012 through March 5, 2012, fees of \$6,599.80 and expenses of \$703.80.

23. In total, therefore, Moulton has submitted Monthly Statements for fees of \$425,496.00 and expenses of \$8,125.10 during the Compensation Period. The Monthly Statements reflect courtesy discounts in the amount of \$6,625.00. Additionally, from the total fees in the Monthly Statements, Moulton has made voluntary reductions of \$3,793.50 for time billed in increments of twentieths of an hour and for non-working travel time and \$693.00 for time inadvertently billed at Katie Bell's increased hourly rate upon becoming shareholder

(Moulton has not increased its hourly rates for associates or shareholders). Moulton hereby seeks interim approval of all such fees and reimbursement of all such expenses under this Application.

24. Moulton has received such payment from the Debtors relating to fees and expenses in the Monthly Statements on account of services provided during the Compensation Period as described in paragraph 16 above.

25. No agreement or understanding exists between Moulton and any third person for the sharing of compensation, except as allowed by section 504(b) of the Bankruptcy Code and Bankruptcy Rule 2016 with respect to the sharing of compensation between and among shareholders of Moulton. All of the services for which compensation is sought in this Application were rendered at the request of, and solely on behalf of, the Debtors, and not at the request of, or on behalf of, any other person or entity.

26. Prior to the filing of this Application, Moulton received no objections to any of the Monthly Statements provided under the Interim Compensation Order from the Debtors, the Fee Committee or anyone else.

Notice

27. Notice of this Application and its exhibits will be given to (a) the Debtors; (b) counsel to the Debtors; (c) the U.S. Trustee; (d) counsel to the Committee; (e) the Fee Committee and its counsel; and (f) as requested by the Fee Committee, BrownGreer PLC. Moulton respectfully submits that no other or further notice is required.

WHEREFORE, Moulton respectfully requests that the Court (a) enter an order allowing interim compensation of \$421,009.50 to Moulton for professional services rendered as special counsel for the Debtor during the Compensation Period, plus reimbursement of actual and necessary charges and disbursements incurred in the sum of \$8,125.10 in connection Moulton's services during the Compensation Period, (b) authorize and direct the Debtors to pay to Moulton any and all unpaid, invoiced amounts for the Compensation Period; and (c) grant to Moulton such other and further relief as the Court may deem proper.

DATED this 17th day of May, 2012.

MOULTON BELLINGHAM PC

By /s/ Doug James

Doug James
Brian O. Marty
MOULTON BELLINGHAM PC
Suite 1900, Crowne Plaza
P. O. Box 2559
Billings, Montana 59103-2559
Telephone: (406) 248-7731
Facsimile: (406) 248-7889

*Special Counsel for Debtors
and Debtors in Possession*

EXHIBIT A

Monthly Statements from October 1, 2011 through March 5, 2012

MOULTONBELLINGHAM_{PC}

October 31, 2011

27 North 27th Street
P. O. Box 2559
Billings, MT 59103-2559
406-248-7731

Tax I.D. 81-0387111

Invoice# 96836 DJ

Billing through 10/31/2011

LAMCO LLC
1271 AVENUE OF THE AMERICAS
38TH FLOOR
NEW YORK, NY 10020

MoonLight Basin Ranch Limited Partnership (KK/FO)

Our File # 016173 00001

PROFESSIONAL SERVICES

10/03/2011	DJ	Calls and e-mail from Andy Patten regarding case status and ballots accepting and rejecting the plan.	0.50 hrs.	155.00
10/03/2011	DJ	Review multiple ballots on the plan and e-mail to Weil.	0.50 hrs.	155.00
10/03/2011	DJ	Call from Tom Buffa and Brian Barry regarding the UST reaction to rejection of the Timers lease.	0.25 hrs.	77.50
10/03/2011	DJ	Review multiple e-mails regarding various issues relating to contracts and rejection and assumption issues.	0.50 hrs.	155.00
10/03/2011	DJ	Review multiple e-mails regarding new entity formation and employment issues.	0.50 hrs.	155.00
10/03/2011	DJ	E-mail from Tom Buffa regarding the confirmation hearing and reply.(No Charge)	0.10 hrs.	0.00
10/03/2011	DJ	Review e-mails regarding the golf term sheet.	0.50 hrs.	155.00
10/03/2011	DJ	Calls to Tom Buffa and conference with Tom, Brian and John regarding the golf term sheet and e-mail from Andy Patten on the golf term sheet.	0.30 hrs.	93.00
10/03/2011	DJ	Call to Andy Patten regarding his e-mail on Ben Tiller's comments on the golf term sheet; e-mail to Lehman and Weil on Patten's comments and my thoughts on strategy.	0.50 hrs.	155.00
10/03/2011	DJ	Review entity information and e-mails on the process to transfer beverage licenses; e-mails regarding explosives permit transfer.	0.40 hrs.	124.00
10/03/2011	DJ	Review related decision on exculpation clauses and e-mail to Weil.	0.50 hrs.	155.00
10/03/2011	DJ	Prepare for court hearings tomorrow and call to Patten regarding hearing strategy.	0.60 hrs.	186.00
10/03/2011	DJ	Review notice of appearance of Mark Evans on	0.25 hrs.	77.50

		behalf of golf members Walden and call to Mark Evans.		
10/03/2011	JTJ	Review of (9) emails from Pej, Tom B, and Lehman team re liquor deal, Atira and structure	1.60 hrs.	496.00
10/03/2011	JTJ	Legal services re how to structure deal with Atira and the liquor licenses for all three licenses	2.90 hrs.	899.00
10/03/2011	TES	Review materials re Application for Approval of Montana Public Service Commission for Treeline Springs assets and research re same;	3.60 hrs.	990.00
10/04/2011	DJ	Telephone conference with Weil regarding confirmation and recent objections; call to Ed McCarthy regarding Tom Buffa testimony at the confirmation hearing.	0.50 hrs.	155.00
10/04/2011	DJ	Review ballots of golf members from Ben Tiller; review objection to assumption from golf members Walden.	0.40 hrs.	124.00
10/04/2011	DJ	Review objections to confirmation by the golf members ad hoc committee and Walden.	0.50 hrs.	155.00
10/04/2011	DJ	Attend court hearing on Moonlight's objection to creditor claims.	2.50 hrs.	775.00
10/04/2011	DJ	Call from Tom Buffa regarding the Timbers lease and golf objections.	0.30 hrs.	93.00
10/04/2011	DJ	Conference with John Jones on beverage license transfer procedures and status.	0.20 hrs.	62.00
10/04/2011	DJ	Calls to Mark Etchart regarding the Timbers lease arbitration decision.	0.50 hrs.	155.00
10/04/2011	DJ	Call to Tom Buffa regarding my conversation with Mark Etchart regarding the Timbers lease arbitration decision.	0.20 hrs.	62.00
10/04/2011	DJ	Review additional objections to confirmation; call to Andy Patten regarding the CNH objection; call to John Paul regarding the CNH objection.	0.50 hrs.	155.00
10/04/2011	TES	Research and review PSC petitions and decisions re declaratory request to Montana Public Service Commission in Application for Treeline Springs asset transfer approval;	2.80 hrs.	770.00
10/04/2011	CTS	Revise memo on steps to transfer Moonlight beverage licenses to include reference to a security interest in the licenses retained by Lehman.	0.30 hrs.	45.00
10/04/2011	CTS	Review of emails between our office and Lehman regarding beverage licenses.	0.40 hrs.	60.00
10/05/2011	DJ	Call from Andy Patten regarding confirmation objections; call to Pej regarding conference call; e-mail from and to Christina regarding confirmation issues.	0.50 hrs.	155.00

10/05/2011	DJ	E-mails from and to Security title regarding partial release of Lis Pendens for condo unit A-6; revise partial release and send to title company.	0.25 hrs.	77.50
10/05/2011	DJ	Reveiw e-mail from Brian Barry regarding Treeline Springs and office conference regarding reporting requirements for the PSC.	0.40 hrs.	124.00
10/05/2011	DJ	Call from John Paul regarding his objections to confirmation; call to Christina and Amanda regarding golf objections and responses; call to Andy Patten regarding confirmation issues.	0.50 hrs.	155.00
10/05/2011	DJ	Calls from and to Andy Patten regarding contract rejection issues and confirmation issues; call to Christina regarding objections to confirmation.	0.50 hrs.	155.00
10/05/2011	DJ	Call from Christina and conference call with Andy Patten regarding objections to confirmation by the golf members and the amendment to schedule of contracts.	0.50 hrs.	155.00
10/05/2011	DJ	Review hearing notice from Mark Evans on behalf of John and Margaret Walden; call to Mark Evans regarding his objections to confirmation.	0.50 hrs.	155.00
10/05/2011	DJ	Review fee applications submitted by Andy Patten; e-mail to and from Weil regarding signature pages to the SSA; call to Andy Patten regarding the signature pages.	0.50 hrs.	155.00
10/05/2011	DJ	Review file for missing signature pages; e-mail to Andy Patten regarding missing signature pages.	0.50 hrs.	155.00
10/05/2011	DJ	Call from Alex regarding the entity structure; locate and e-mail newest structure chart to Alex.	0.30 hrs.	93.00
10/05/2011	DJ	Office conference on the status of the explosives permit; e-mails regarding transfer of the beverage licenses.	0.40 hrs.	124.00
10/05/2011	JTJ	review/revise "liquor" memo for Lehman/Weil teams in prep for 10/6 call	2.10 hrs.	651.00
10/05/2011	TES	Work on draft Appliction for Montana Public Service Commission for conveyance of Treeline Springs to new Lehman entity;	4.20 hrs.	1,155.00
10/05/2011	BOM	Revise explosives permit application to reflect new entity name.	0.20 hrs.	32.00
10/06/2011	DJ	Review e-mails from Pej regarding signatures; call to Andy Patten regardig signatures; review multipl e e-mails regarding amending schedule one to the SSA and conversation with Andy Patten regarding notice requirements.	0.50 hrs.	155.00

Invoice# 96836 Page 4

Date	Initials	Description	Hours	Amount
10/06/2011	DJ	Call to Ed McCarthy regarding having Tom Buffa testify at the confirmation hearing.	0.30 hrs.	93.00
10/06/2011	DJ	Review ballots and ballot report.	0.50 hrs.	155.00
10/06/2011	DJ	Call from Andy Patten regarding ballot report and golf objections.	0.25 hrs.	77.50
10/06/2011	DJ	E-mail ballot report to Lehman and Weil.	0.10 hrs.	31.00
10/06/2011	DJ	E-mail from PSC and Kim Beatty regarding Friday meeting with the PSC and the Montana Consumer Counsel regarding the transfer of Treeline Springs.	0.20 hrs.	62.00
10/06/2011	DJ	Review Treeline Springs materials and prepare for meeting with the Montana Public Service Commission and the Montana Consumer Counsel regarding the transfer of Treeline Springs--the water and waste water utility for Moonlight Basin.	1.75 hrs.	542.50
10/06/2011	DJ	Travel from Billings to Helena to meet with the Montana Public Service Commission regarding the transfer of Treeline Springs to a Lehman entity.	4.00 hrs.	1,240.00
10/06/2011	DJ	Telephone conference with Lehman, Weil, and Atera regarding structure, liability, employment and beverage license issues.	1.00 hrs.	310.00
10/06/2011	JTJ	conf call wi Pej, Atira group, Tom B/Brian B/John N re Atira "global" arrangement and liquor entities	1.10 hrs.	341.00
10/06/2011	JTJ	prep first draft of liquor structure outline, matrix of necessary documents and diagram of Atira involvement at resort (including new LLC entities)	2.10 hrs.	651.00
10/06/2011	TES	Travel to Helena, Montana for Montana Public Service Commission meeting on 10/07/2011.	4.00 hrs.	1,100.00
10/06/2011	TES	Review materials regarding Lehman bankruptcy for meeting with Montana Public Service Commission on 10/07/2011;	2.60 hrs.	715.00
10/06/2011	WAF	Conference call re employment structures.	1.00 hrs.	225.00
10/06/2011	CTS	Review John Jones' diagram related to beverage licenses that he created following conference call.	0.60 hrs.	90.00
10/06/2011	CTS	Begin list of documents and other items necessary to transfer beverage licenses.	0.50 hrs.	75.00
10/06/2011	BOM	Review incomings ballots for all debtors for completion and in preparation for tallying votes.	1.90 hrs.	304.00
10/06/2011	BOM	Finalize explosives permit application.	0.20 hrs.	32.00
10/07/2011	DJ	Telephone conference with Pej, Amanda, Christina and Andy Patten regarding contracts and confirmation issues.	0.50 hrs.	155.00

Invoice# 96836 Page 5

Date	Initials	Description	Hours	Rate	Total
10/07/2011	DJ	Conference with Tom Smith, Kim Beatty and the Montana Public Service Commission regarding the transfer of the Treeline Springs assets to Lehman per the settlement and the plan.	3.00 hrs.		930.00
10/07/2011	DJ	Return travel from Helena to Billings after meeting with the Montana Public Service Commission and the Montana consumer counsel.	4.00 hrs.		1,240.00
10/07/2011	JTJ	follow up on revisions to diagram for entire liquor ownership and management	1.90 hrs.		589.00
10/07/2011	TES	Meeting with Doug James and Kim Beatty re Treeline Springs asset conveyance and meeting with Montana PSC;	1.00 hrs.		275.00
10/07/2011	TES	Meeting with Doug James, Kim Beatty, and Montana Public Service Commission staff regarding Application for Approval of Transfer of Treeline Springs Assets;	1.50 hrs.		412.50
10/07/2011	TES	Return travel from Helena, Montana, to Billings, Montana, following Montana PSC meeting.	4.00 hrs.		1,100.00
10/07/2011	KJB	Drafting Articles of Organization and Operating Agreements for LLCs to own beverage licenses.	2.30 hrs.		575.00
10/07/2011	CTS	Create organizational chart for beverage licenses based upon John Jones' and Doug James' conference call.	1.20 hrs.		180.00
10/07/2011	CTS	Email to Katie Bell re: background of beverage license issues and steps to transfer beverage licenses.	0.50 hrs.		75.00
10/09/2011	JTJ	Review Moulton Bellingham drafts of LLC formation documents for licenses, management agreement for Atira, management agreement for LLC manager for liquor licenses, leases for saloon areas, loan facility and security agreement between Lehman and Atira and supporting documents	3.90 hrs.		1,209.00
10/09/2011	JTJ	Review (7) emails from Pej, Tom Buffa, Doug James and Atira group (all re Atira management structure and new entities) and reply to same	1.30 hrs.		403.00
10/10/2011	DJ	Review multiple e-mails from Weil regarding schedule 1 and the rejection and assumption of various contracts; e-mails from Andy Patten on schedule one; review notice of amendment to schedule 1.	0.50 hrs.		155.00
10/10/2011	DJ	Review notes from PSC meeting and e-mail to Lehman and Weil regarding the transfer of the Treeline Springs assets.	0.50 hrs.		155.00
10/10/2011	DJ	E-mail to Lehman and Weil regarding the explosives permit application.	0.10 hrs.		31.00

10/10/2011	DJ	Call to Andy Patten regarding the confirmatin order, golf member objections, and the confirmation hearing.	0.25 hrs.	77.50
10/10/2011	DJ	Telephone conference with Roni, Christina, and Pej regarding confirmation issues.	1.60 hrs.	496.00
10/10/2011	DJ	Conference call with Tom Buffa, Ronit, and Christina regarding the golf contracts and confirmation hearing and strategy.	0.90 hrs.	279.00
10/10/2011	DJ	Call to Tom Buffa regarding the PSC and golf issues.	0.20 hrs.	62.00
10/10/2011	DJ	Call to Andy Patten regarding confirmation issues and conference call with Weil.	0.10 hrs.	31.00
10/10/2011	DJ	Review multiple e-mails regarding confirmation issues and stipulation with CNH regarding its claim.	0.50 hrs.	155.00
10/10/2011	DJ	Review proposed confirmation order and findings of fact.	0.75 hrs.	232.50
10/10/2011	DJ	Prepare and file notice of withdrawal for Allen Yancey; e-mail to Ed McCarthy about other withdrawals.	0.30 hrs.	93.00
10/10/2011	DJ	Office conference regarding Montana interpretation of a contract without a specific time for performance; review research regarding the same.	0.50 hrs.	155.00
10/10/2011	DJ	Conference call with Andy Patten, Ronit and Christina regarding open confirmation issues and the ballot report.	2.00 hrs.	620.00
10/10/2011	JTJ	revise agreements for liquor entities to address Atira management and address Montana DOR regulations for on-site manager	1.90 hrs.	589.00
10/10/2011	TES	Work on Treeline Springs PSC Application;	4.20 hrs.	1,155.00
10/10/2011	KJB	Drafting lease agreement between real estate LLCs and LLCs to own beverage licenses.	1.40 hrs.	350.00
10/10/2011	KJB	Commence drafting management agreement.	1.00 hrs.	250.00
10/10/2011	CTS	Emails from Alex Liroff re: deadlines in settlement agreement.	0.20 hrs.	30.00
10/10/2011	CTS	Conference with Doug James re: timeline to transfer beverage licenses.	0.30 hrs.	45.00
10/10/2011	BOM	Draft cover letter for detailing explosives permit for submission to ATF.	0.30 hrs.	48.00
10/10/2011	KBB	Working on Schedule 25	0.20 hrs.	28.00
10/10/2011	GTK	Research and analyze Montana law regarding the interpretation of a contract that does contain a provision about when the contract is to be performed.	4.00 hrs.	640.00
10/11/2011	DJ	Telephone conference with Weil and Lehman regarding the golf memberships and	1.00 hrs.	310.00

		confirmation issues.		
10/11/2011	DJ	E-mails to Lehman and Weil and from Lehman and Weil regarding post confirmation financing for the new Lehman entities.	0.40 hrs.	124.00
10/11/2011	DJ	E-mails to and from Andy Patten and Weil regarding the confirmation hearing, golf memberships and confirmation hearing exhibits and witnesses.	0.50 hrs.	155.00
10/11/2011	DJ	Conference call with Weil and Lehman regarding confirmation strategy and golf issues.	1.10 hrs.	341.00
10/11/2011	DJ	Call to Andy Patten regarding confirmation hearing.	0.10 hrs.	31.00
10/11/2011	DJ	Work on witness and exhibit lists for confirmation hearing.	0.60 hrs.	186.00
10/11/2011	DJ	Conference call with Weil regarding golf issues and planning for the confirmation hearing.	0.75 hrs.	232.50
10/11/2011	DJ	Conference call with Pej and Alex regarding the closing checklist and closing.	0.50 hrs.	155.00
10/11/2011	DJ	Conference call with Ronit, Christina, Russ McElyea and Andy Patten regarding witness and exhibit lists, golf contracts, and open issues.	1.00 hrs.	310.00
10/11/2011	DJ	E-mails from and to Pej regarding closing issues and documentation; call to Pej; multiple e-mails from Pej regarding updates on open closing issues; reply from Lehman to Pej's e-mails.	0.50 hrs.	155.00
10/11/2011	DJ	Returned call to Ben Tiller, attorney for the golf members committee and e-mail to Lehman and Weil regarding the conversation; e-mail to Andy Patten regarding Ben Tiller's comments on the rejection of the golf contracts.	0.50 hrs.	155.00
10/11/2011	DJ	Review most recent title commitment and e-mail to Pej and Alex for review; e-mail to Jerry Wine at the title company regarding closing documents.	0.30 hrs.	93.00
10/11/2011	DJ	Call from Tom Buffa regarding the position of the golf members committee; e-mail from Mark Evans regarding the Waldens position.	0.50 hrs.	155.00
10/11/2011	DJ	E-mail to Lehman and Weil regarding the Walden's position; call from Andy Patten returning assumption of the golf members executory contracts and hearing strategy; e-mail from Tom Buffa regarding the Walden's response.	0.50 hrs.	155.00
10/11/2011	KJB	Drafting management services agreement.	3.00 hrs.	750.00
10/11/2011	CTS	Emails with Doug James re: documents needed by Atira to decide if it will assist with beverage	0.30 hrs.	45.00

		license transfer.		
10/11/2011	BOM	Finalize cover letter explaining details of explosives permit to ATF.	0.30 hrs.	48.00
10/11/2011	GTK	Research and analyze Montana law regarding failure of performance of contracts and material breach.	1.40 hrs.	224.00
10/12/2011	DJ	E-mails from Andy Patten re: golf members and possible settlement and his response to objections.	0.60 hrs.	186.00
10/12/2011	DJ	Telephone conference with Weil and Lehman regarding the confirmation hearing and assumed contracts and insurance and employee benefits.	0.50 hrs.	155.00
10/12/2011	DJ	E-mail from Jerry Wine at the title company regarding the closing and e-mail to Weil.	0.10 hrs.	31.00
10/12/2011	DJ	Call from Tom Buffa regarding golf members.	0.40 hrs.	124.00
10/12/2011	DJ	Call to Ronit regarding golf members and possible rejection of contracts.	0.30 hrs.	93.00
10/12/2011	DJ	E-mail from Christina regarding assumption and assignment of contracts and water rights issue; office conference on water rights issue and reply to Christina.	0.40 hrs.	124.00
10/12/2011	DJ	Work on outlining testimony for the confirmation hearing.	2.10 hrs.	651.00
10/12/2011	DJ	Telephone conference with Weil and Lehman regarding rejection of the golf members agreements.	0.50 hrs.	155.00
10/12/2011	DJ	Call to Ben Tiller, attorney for the golf members regarding possible rejection of the golf memberships; e-mails to and from Ben Tiller regarding rejection of the golf memberships.	0.50 hrs.	155.00
10/12/2011	DJ	Telephone conference with Tom Buffa regarding preparation for his testimony at the confirmation hearing.	0.30 hrs.	93.00
10/12/2011	DJ	Call to Andy Patten regarding recent developments over the golf contracts and related issues.	0.30 hrs.	93.00
10/12/2011	DJ	Review Yellowstone Mountain Club summary judgment memorandum on rejection of club memberships and e-mail to Weil regarding golf members rejection damage claims.	0.75 hrs.	232.50
10/12/2011	DJ	Call from Ben Tiller with a counter offer and e-mail to Weil and Lehman.	0.25 hrs.	77.50
10/12/2011	DJ	Call from Ben Tiller regarding interest on members deposits; call to Tom Buffa; call to Ben Tiller regarding settlement negotiations; e-mail from Ronit regarding confirmation	0.40 hrs.	124.00

		objections and responses.		
10/12/2011	DJ	Call to Andy Patten regarding golf members status and retention letter agreement and confirmation order; review revised confirmation order; e-mail from Patten on golf members deposit amounts and POC amounts and e-mail to Lehman.	0.50 hrs.	155.00
10/12/2011	DJ	Review beverage license documents and forward to Lehman and to Jack Manning at Dorsey and Whitney for review.	1.00 hrs.	310.00
10/12/2011	TES	Receipt and review of Moonlight Schedule 1 regarding Treeline Springs conveyance;	1.30 hrs.	357.50
10/12/2011	KJB	Draft Loan Agreement and promissory note re beverage licenses	1.80 hrs.	450.00
10/12/2011	KJB	Finalize drafts of Operating Agreement, Lease Agreement, and Management Agreement.	0.40 hrs.	100.00
10/12/2011	CTS	Review file to find previous liquor license applications; lease agreements, management agreements, and floor plans and send to Doug James.	1.00 hrs.	150.00
10/12/2011	CTS	Review LLC documents drafted by Katie Bell for new LLCs that may own the three current Moonlight Basin beverage licenses.	0.50 hrs.	75.00
10/12/2011	CTS	Review emails between Doug James, Katie Bell and John Jones re: LLC documents drafted by Katie Bell.	0.20 hrs.	30.00
10/12/2011	CTS	Revise indemnity agreement to incorporate terms of new proposed beverage license structure.	1.90 hrs.	285.00
10/12/2011	CTS	Find current beverage license application and Persons/Criminal History Statement to Doug James. (No Charge)	0.20 hrs.	0.00
10/12/2011	GTK	Research Montana law regarding inadmissibility of evidence external to contracts.	4.00 hrs.	640.00
10/12/2011	GTK	Prepare point brief regarding inadmissibility of evidence external to the golf membership agreements.	3.20 hrs.	512.00
10/13/2011	DJ	E-mail from Jerry Wine at the title company and forward to Weil and reply regarding endorsements to the title commitment; call from Andy Patten; e-mail to Ben Tiller regarding settlement with the golf members.	0.50 hrs.	155.00
10/13/2011	DJ	Call to Andy Patten regarding golf members; returned call to Tom Buffa; call to Ronit regarding golf members.	0.20 hrs.	62.00
10/13/2011	DJ	Call from Andy Patten regarding confirmation hearing and strategy.	0.25 hrs.	77.50

Invoice# 96836 Page 10

10/13/2011	DJ	Multiple e-mails from Andy Patten, Christina, and Moonlight regarding rejection of the golf contracts; call from Andy Patten on hearing exhibits; call to Christina regarding hearing exhibits on claim objections.	0.50 hrs.	155.00
10/13/2011	DJ	Multiple calls from and to Tom Buffa regarding Larry and the golf members and rejection of the golf contracts; review e-mails; call to Ronit regarding status.	0.50 hrs.	155.00
10/13/2011	DJ	Review Moonlight's exhibit list and call to Andy Patten regarding additional exhibits.	0.40 hrs.	124.00
10/13/2011	DJ	Call from Andy Patten regarding Ben Tiller and the golf members objections; call to Mark Evans regarding the Waldens objections.	0.50 hrs.	155.00
10/13/2011	DJ	Call to Ronit regarding filing schedule with rejected leases and contracts and witness and exhibit lists; e-mails from Patten regarding the confirmation order and lodging it with the court; call to Patten regarding conversation with Mark Evan on the Walden's objections.	0.50 hrs.	155.00
10/13/2011	DJ	Review revised confirmation order and call to Andy Patten.	0.50 hrs.	155.00
10/13/2011	DJ	Call to Patten regarding ballot report and call to Christina; e-mail title report to Christina; e-mail from and to Christina regarding the legal description of the asset.	0.50 hrs.	155.00
10/13/2011	DJ	E-mails from Christina and Patten regarding responses to objections and exhibits.	0.40 hrs.	124.00
10/13/2011	DJ	Review response to objections of golf members.	0.50 hrs.	155.00
10/13/2011	DJ	Call from Andy Patten regarding filings; multiple e-mails from Ronit, Christina, and Patten regarding amended schedule one, the confirmation order, and our response to the golf members objections.	0.50 hrs.	155.00
10/13/2011	TES	Receipt and review of Lehman's New Investment Order in regard to Treeline Springs conveyance and approval by Montana PSC;	2.10 hrs.	577.50
10/13/2011	GTK	Prepare point brief regarding inadmissibility of evidence external to golf membership agreements (.3).	0.30 hrs.	48.00
10/14/2011	DJ	Multiple e-mails from Christina and Ronit regarding golf members response to rejection of contracts and reply; e-mail regarding the plan administrator budget and retention letter and reply to Weil.	0.40 hrs.	124.00
10/14/2011	DJ	E-mails from Tom Buffa regarding ski passes; e-mail to Ronit and the Weil team regarding the ski passes; call from Tom Buffa regarding	0.50 hrs.	155.00

		status.		
10/14/2011	DJ	E-mail from Dean Stensland regarding the Fournie claim; call to Christina to discuss Fournie matter; call to Dean Stensland; e-mail to Dean Stensland regarding the Fournie matter.	0.40 hrs.	124.00
10/14/2011	DJ	Review amended schedule of rejected contracts and call to Ed McCarthy regarding Kurt Kohlmeyer; call to Ben Tiller and call to Andy Patten regarding golf members rejection damage claims.	0.50 hrs.	155.00
10/14/2011	DJ	Returned call to Ben Tiller and call to Andy Patten; call from Andy Patten and conference with Ben Tiller regarding golf members rejection damages claims.	0.40 hrs.	124.00
10/14/2011	DJ	Call to Andy Patten regarding golf members and ski pass claims and conference call with Ronit regarding golf members and Plan Administrator retention letter.	0.50 hrs.	155.00
10/14/2011	DJ	Calls from Andy Patten, Tom Buffa and Russ McElyea regarding the golf members contracts and ski pass provisions.	0.50 hrs.	155.00
10/14/2011	DJ	Call to Tom Buffa regarding the status of settlement authority; multiple e-mails from Weil regarding response to golf members objections and reply.	0.50 hrs.	155.00
10/14/2011	DJ	Multiple e-mails from and to Weil regarding the golf contracts and providing free ski passes to the 78 members who are current on their dues.	0.50 hrs.	155.00
10/14/2011	DJ	Review ballot reports and debtors' response to the objections to confirmation.	1.25 hrs.	387.50
10/14/2011	DJ	Conference call with Russ McElyea, Andy Patten, Ronit and Christina regarding the Timbers lease default issue.	0.40 hrs.	124.00
10/14/2011	DJ	Call to Ben Tiller regarding settlement terms with the golf members on all confirmation and claims issues.	0.25 hrs.	77.50
10/14/2011	DJ	E-mail to Ben Tiller regarding settlement; call to Ronit to review e-mail; call to Andy Patten to review e-mail.	0.50 hrs.	155.00
10/14/2011	DJ	Multiple e-mails from Andy Patten and Ronit regarding the rejection of the Timber's lease and their anticipated objection.	0.30 hrs.	93.00
10/14/2011	DJ	E-mail from Andy Patten on behalf of Moonlight confirming terms of settlement on the golf members issues; e-mail to Ben Tiller asking for confirmation of settlement.	0.30 hrs.	93.00

10/14/2011	DJ	Quick review of monthly operating reports filed by Moonlight.	0.50 hrs.	155.00
10/14/2011	DJ	Call to Tom Buffa; call to Ben Tiller to confirm settlement; review notice of appearance from Colleen Herrington on behalf of the Johnson Brothers (the Timbers lease).	0.30 hrs.	93.00
10/14/2011	TES	Work on draft of Application with identification of Lehman entity of transferee and information on Lehman bankruptcy;	3.20 hrs.	880.00
10/15/2011	DJ	Review witness list and exhibit list filed by the golf members committee in preparation for confirmation hearing.	1.00 hrs.	310.00
10/15/2011	DJ	Review objections to confirmation filed by the Johnson Brothers and their objection to rejection of the Timbers lease.	1.40 hrs.	434.00
10/15/2011	DJ	Review ballot reports related to the Johnson Brothers objections; call to Ronit; call to Andy Patten.	0.50 hrs.	155.00
10/15/2011	DJ	E-mail update to Lehman and Weil regarding the Johnson Brothers objections and our analysis and our response.	0.40 hrs.	124.00
10/16/2011	DJ	Travel from Billings to Missoula for confirmation hearing.	5.80 hrs.	1,798.00
10/16/2011	DJ	E-mails from Ronit and Kyle regarding confirmation hearing issues; calls to and from Ronit regarding confirmation issues.	0.50 hrs.	155.00
10/16/2011	DJ	Call to Andy Patten regarding the rejection of the Timbers lease, claim objection issues and confirmation issues; conference with Tom Buffa regarding confirmation issues.	0.50 hrs.	155.00
10/16/2011	DJ	Review research on business judgment test and prepare for confirmation hearing and hearing on claim objections.	0.90 hrs.	279.00
10/17/2011	DJ	Prepare for and attend confirmation hearing on chapter II plan and hearing on claim objections.	7.40 hrs.	2,294.00
10/17/2011	DJ	Calls to and from Christina and Ronit regarding confirmation and next steps.	0.40 hrs.	124.00
10/17/2011	DJ	Return travel from Missoula to Billings after confirmation hearing.	5.90 hrs.	1,829.00
10/18/2011	DJ	Review court orders entered after confirmation hearing and hearings on claim objections.	0.90 hrs.	279.00
10/18/2011	DJ	Weekly conference call with Weil regarding open issues and next steps.	0.25 hrs.	77.50
10/18/2011	DJ	Draft stipulation to address the objections and claims of the golf members.	1.00 hrs.	310.00
10/18/2011	DJ	E-mail to Russ McElyea and Ben Tiller regarding exhibits for golf stipulation.	0.10 hrs.	31.00

Invoice# 96836 Page 13

10/18/2011	DJ	E-mail to Russ McElyea regarding appraisal of Moonlight Basin.	0.40 hrs.	124.00
10/18/2011	DJ	Call from Mark Evans regarding rejection of golf members contracts and other contracts; e-mail to and from Ronit regarding the Waldens claims.	0.40 hrs.	124.00
10/18/2011	DJ	E-mail from Alan Poole regarding golf members and forward to Lehman and Weil; revise golf stipulation and e-mail to Weil for comment; e-mail to Ben Tiller regarding his client list; call from Ben Tiller regarding his client list.	0.50 hrs.	155.00
10/18/2011	BOM	Telephone message to C. McKinney at ATF re explosives permit application.	0.10 hrs.	16.00
10/19/2011	DJ	E-mail from Christina regarding stipulation; e-mail from Tom Buffa regarding confirmation order and reply.	0.30 hrs.	93.00
10/19/2011	DJ	Finalize stipulation on golf members and e-mail to Patten and Tiller.	0.50 hrs.	155.00
10/19/2011	DJ	E-mail from and to Andy Patten regarding the golf members stipulation; e-mail from and to Ben Tiller regarding the golf members stipulation; prepare new exhibit A to the golf members stipulation per Tiller's request.	0.50 hrs.	155.00
10/19/2011	DJ	Weekly conference call with Lehman and Weil regarding post confirmation checklist and open tasks.	0.50 hrs.	155.00
10/19/2011	DJ	Review updated title commitment and e-mail questions to Jerry Wine at title company.	0.50 hrs.	155.00
10/19/2011	DJ	Prepare release of Final Order and releases of the two real estate mortgages and assignments.	0.75 hrs.	232.50
10/19/2011	DJ	Call to Jack Manning at Dorsey and Whitney regarding the beverage documents; e-mail from Tom Buffa regarding beverage licenses and reply.	0.10 hrs.	31.00
10/19/2011	DJ	E-mail to Tom Buffa and call to Tom regarding the golf members stipulation; revise stipulation and e-mail to Patten and Tiller for signature.	0.30 hrs.	93.00
10/19/2011	DJ	Multiple e-mails from and to Tiller and Patten regarding the revised stipulation; call from Tiller and calls to and from Patten on stipulation.	0.50 hrs.	155.00
10/19/2011	DJ	Complete stipulation and file with Court and e-mail proposed order to the court and opposing counsel.	0.10 hrs.	31.00
10/19/2011	DJ	E-mail and call from Tom Buffa regarding golf members paying dues; returned call to Tom.	0.10 hrs.	31.00
10/19/2011	CTS	Email to John Jones re: status of beverage licenses	0.30 hrs.	45.00
10/20/2011	DJ	E-mail from Ronit regarding the court order;	0.50 hrs.	155.00

		e-mail from Court Clerk and reply; call from Andy Patten regarding e-mail from Court Clerk, order, and distribution of the order.		
10/20/2011	DJ	Review release of Final Order and of the two mortgages; e-mail from Jerry Wine at the title company; e-mail releases to Jerry Wine for review; e-mail to Russ McElyea at Moonlight about obtaining releases on the Ennis office building and from Northwest Pipe.	0.50 hrs.	155.00
10/20/2011	DJ	Calls to Ronit and Christina regarding the confirmation order; call to John Nastasi; e-mail to Lehman and Weil regarding the confirmation order; calls to and from Andy Patten regarding mailing the confirmation order and procedures.	0.50 hrs.	155.00
10/20/2011	DJ	E-mails from Lehman regarding Plan Administrator Engagement Letter; calls to Amanda and Ronit; e-mail to Patten with requested changes; call to Patten; e-mail reply from Patten on engagement letter.	0.50 hrs.	155.00
10/20/2011	DJ	Call from Patten and multiple e-mails from Patten on the mailing matrix for the confirmation order and notice procedures.	0.50 hrs.	155.00
10/20/2011	DJ	Call to Clerk about certified copies of the confirmation order; letter to the Clerk of Court requesting certified copies; letter to the title company delivering the settlement agreement and confirmation order.	0.50 hrs.	155.00
10/20/2011	DJ	E-mail from and to the title company regarding scheduling the closing; e-mail from and to Weil regarding scheduling the closing.	0.25 hrs.	77.50
10/20/2011	DJ	E-mail from Brian Barry regarding EIN numbers for the new entities; office conference regarding the status of the explosives permit and the transfer of the treeline springs assets.	0.50 hrs.	155.00
10/20/2011	DJ	Prepare enclosures for letter to title company in anticipation of closing.	0.70 hrs.	217.00
10/20/2011	DJ	Call and e-mail from Andy Patten regarding mailing the Confirmation Order and additional notice parties; review mailing matrix and e-mails from Patten on the differences between Debtor's mailing list and the court's mailing matrix.	0.50 hrs.	155.00
10/20/2011	DJ	E-mail from Pej regarding Sagebrush documentation and e-mail to Patten with follow up request for the employment agreements; e-mails from Lehman and Weil regarding the updated environmental report.	0.30 hrs.	93.00
10/20/2011	BOM	Review ballot submitted for Moonlight Golf. (No	0.10 hrs.	0.00

		Charge)		
10/20/2011	BOM	Email communications with C. McKinney at ATF re explosives permit and entities' EIN numbers.	0.40 hrs.	64.00
10/21/2011	DJ	E-mail from Brian regarding call on insurance issues; call from Patten on schedule 1 to the settlement agreement and the confirmation order.	0.40 hrs.	124.00
10/21/2011	DJ	E-mail to Lehman and Weil regarding amendment to schedule one to include a Wells Fargo Equipment lease.	0.10 hrs.	31.00
10/21/2011	DJ	Multiple e-mails from Andy Patten, Moonlight, Weil, and Lehman over the assumption of the Wells Fargo equipment contract; call to Patten to authorize the amendment to schedule 1 to include the Wells Fargo contract.	0.25 hrs.	77.50
10/21/2011	DJ	Call to Brian Barry regarding insurance tail coverage at Moonlight.	0.20 hrs.	62.00
10/21/2011	DJ	Returned call to Pej and Alex regarding business purposes of new entities; call to Andy Patten regarding changes to his engagement letter.	0.10 hrs.	31.00
10/21/2011	DJ	Call to Andy Patten regarding his revised engagement letter.	0.10 hrs.	31.00
10/21/2011	DJ	Call from Judge Tucker's assistant and return call.	0.10 hrs.	31.00
10/23/2011	DJ	Listen to the voice message from the state district court and e-mail to Mike Lilly, Stan Kaleczyc, Kim Beatty, Andy Patten and Weil regarding the need for a joint status report to the state district court;	0.25 hrs.	77.50
10/23/2011	DJ	Draft joint status report to the state district court in the foreclosure action.	0.50 hrs.	155.00
10/23/2011	DJ	E-mail to Andy Patten requesting his revised engagement letter to serve as plan administrator; e-mail to Jack Manning regarding status of review of the beverage license transfer documents; review status of beverage license transfer with John Jones and Chris Sweeney.	0.50 hrs.	155.00
10/23/2011	DJ	Review amended schedule 1 filed by Moonlight addressing assumed and rejected contracts and leases.	0.10 hrs.	31.00
10/23/2011	DJ	E-mail from Mike Lilly on state court status report; e-mail from Pej on Jack Creek Road Rights and reply.	0.20 hrs.	62.00
10/24/2011	DJ	Call from Andy Patten regarding his revised retention letter; e-mail from Patten with revised letter; call to Amanda Hendy at Weil regarding retention letter; call to Tom Buffa regarding	0.50 hrs.	155.00

		retention letter.		
10/24/2011	DJ	Review and revise joint status report to court and e-mail to Moonlight Parties; e-mail from Mike Lilly; return call to the Court.	0.50 hrs.	155.00
10/24/2011	DJ	Conference call with Andy Patten, Moonlight, and Lehman regarding insurance coverage issues.	0.80 hrs.	248.00
10/24/2011	DJ	E-mails to and from Ronit regarding notice issues.(No Charge)	0.20 hrs.	0.00
10/24/2011	DJ	Call to Andy Patten regarding notice issue; e-mail to Ronit and Weil regarding notice issue; call to Brian; telephone conference with Ronit and Christina regarding notice issue.	0.50 hrs.	155.00
10/24/2011	DJ	Call to District Court regarding status of the state court foreclosure action.	0.20 hrs.	62.00
10/24/2011	DJ	Calls from and to Andy Patten regarding the engagement letter and notice and insurance provisions; call and e-mail to Lehman.	0.50 hrs.	155.00
10/24/2011	DJ	E-mail from Ronit and Christina regarding notice issues to possible other claimants.	0.30 hrs.	93.00
10/24/2011	DJ	E-mail from Andy Patten and reply regarding confirmation order; e-mail from Kim Beatty regarding Joint status report to state district court.	0.20 hrs.	62.00
10/24/2011	DJ	Call from Andy Patten regarding the engagement letter, notice issues and the confirmation order; e-mail to Tom Buffa regarding the engagement letter.	0.40 hrs.	124.00
10/24/2011	DJ	E-mails from and to Jack Manning at Dorsey regarding Atira and the beverage licenses; office conference regarding the status of the beverage licenses.	0.50 hrs.	155.00
10/24/2011	DJ	Returned call to Pej regarding planning for the closing.	0.30 hrs.	93.00
10/24/2011	JTJ	Services re Atira and Atira counsel's consent to own liquor LLCs and related beverage license entities	1.10 hrs.	341.00
10/24/2011	CTS	Review emails between Doug James, John Jones, and Lehman team re: status of Atira's agreement to assist. (No Charge)	0.40 hrs.	0.00
10/25/2011	DJ	E-mails from Tom Buffa regarding confirmation and road rights; e-mails from Pej on road rights and Atira; call to Tom Buffa; e-mail to Kelli Harrington at the court regarding the confirmation order.	0.50 hrs.	155.00
10/25/2011	DJ	E-mails from Tom Buffa, John Nastasi, and Pej regating to the confirmation order and road	0.50 hrs.	155.00

		rights; calls to Andy Patten regarding the plan administrator budget and confirmation.		
10/25/2011	DJ	E-mails from and to Kelli Harrington regarding the confirmation order; review e-mails from Weil regarding the engagement letter.	0.30 hrs.	93.00
10/25/2011	DJ	Call from Andy Patten regarding the confirmation order and e-mail fromt he court clerk; e-mails from Patten on a lien release; e-mail from Patten on signed engagement letter.	0.50 hrs.	155.00
10/25/2011	JTJ	Conference call with Doug J, Russ McElyea (Moonlight counsel) re Atira ("Plan A") management and beverage licenses, and re "Plan B" (Moonlight employees) and discussion on call re documents master list and "to do" list for procedures.	1.70 hrs.	527.00
10/25/2011	JTJ	Follow up to conference call on structure for Atira Mgmt to hold and operate beverage licenses, including call with DOR, review of current schematic ownership structure etc	2.20 hrs.	682.00
10/25/2011	CTS	Receipt of proposed Atira Resort Management Agreement	0.30 hrs.	45.00
10/26/2011	DJ	E-mail to and from Christina and Scott Allen regarding insurance issues and notice issues.	0.30 hrs.	93.00
10/26/2011	DJ	Conference call with Lehman, Weil, and Moonlight on closing task lists; e-mail from Scott Allan and reply regarding insurance and notice issues.	0.50 hrs.	155.00
10/26/2011	DJ	Call to Pej regarding closing issues and coordination.	0.30 hrs.	93.00
10/26/2011	DJ	E-mail from Pej regarding conference call and reply; e-mail from Patten on call; draft letter to Stan Kaleczyc, Kim Beatty, and Mike Lilly regarding dismissal of the litigation; letter to the attorneys in the state court foreclosure action regarding dismissal of the state court action.	0.50 hrs.	155.00
10/26/2011	DJ	Call to Andy Patten and conference call with Pej.	0.50 hrs.	155.00
10/26/2011	DJ	Review confirmation order and discover problem with order.	0.75 hrs.	232.50
10/26/2011	DJ	E-mail confirmation order to Lehman and Weil.	0.25 hrs.	77.50
10/26/2011	DJ	E-mail to Kelli Harrington regarding problem with the confirmation order; calls to Weil; e-mails to Weil; call to Andy Patten regarding the problem with the confirmation order.	0.50 hrs.	155.00
10/26/2011	DJ	E-mail to Kelli Harrington about withdrawing the order and reentering it with correct exhibits; call from Andy Patten; call to Pej regarding confirmation order issue.	0.30 hrs.	93.00

10/26/2011	DJ	Review the Settlement and Sale Agreement to send the dismissal documents to the attorneys in the bankruptcy adversary case and to the attorneys in the state court foreclosure action.	0.60 hrs.	186.00
10/26/2011	DJ	E-mail from Andy Patten on filing Joint Status Report with the state district court and reply; revise Joint Status Report and prepare letter to clerk of court for filing; call to Mike Lilly for his signature.	0.50 hrs.	155.00
10/26/2011	DJ	E-mail from Tom Buffa regarding the status of the Timbers lease and reply.	0.10 hrs.	31.00
10/26/2011	DJ	E-mail from the UST and reply and forward to Lehman and Weil.(No Charge)	0.10 hrs.	0.00
10/26/2011	DJ	Review revised confirmation order and finalize Joint Status Report to the state district court.	1.00 hrs.	310.00
10/27/2011	CTS	Receipt of email from Russ McElyea re: plant for JVLP beverage license	0.40 hrs.	60.00
10/28/2011	DJ	E-mail from Tom Buffa regarding partial release of UCC lien; e-mail to Kris Boyer regarding filing the partial release; e-mails from Russ McElyea regarding employment issue and beverage license; e-mail to John Jones regarding beverage issues.	0.50 hrs.	155.00
10/28/2011	DJ	Reply to Russ McElyea regarding beverage and employment issues; conference with Andy Patten regarding plan administrator issues; e-mail to and from Ronit regarding notice parties with the confirmation order; e-mail from and to Pej regarding the confirmation order.	0.50 hrs.	155.00
10/28/2011	KBB	Work on filing UCC financial statement amendments with Montana and Ohio	2.00 hrs.	280.00
10/29/2011	DJ	Review e-mails on the confirmation order and e-mail to Russ McElyea and Andy Patten regarding notice parties with potential claims.	0.40 hrs.	124.00
10/29/2011	DJ	Review and revise coorespondence to counsel in the state district court foreclosure action regarding dismissal stipulation and the bankruptcy adversary case.	0.20 hrs.	62.00
10/30/2011	DJ	E-mail to Lehman regarding notice parties issues with claims.	0.30 hrs.	93.00
10/31/2011	DJ	Review e-mails and telephone conference with Tom Buffa, Brian Barry and Ronit regarding mailing the confirmation order to property owners.	0.30 hrs.	93.00
10/31/2011	DJ	Office conference regarding beverage licenses and transfer issues and e-mails from and to Lehman regarding conference call.	0.30 hrs.	93.00

Invoice# 96836 Page 19

10/31/2011	DJ	E-mail confirmation order and Joint Status report to Lehman and Weil; e-mail Joint Status report to Wayne Cook and John Holden; e-mail to Jack Manning at Dorsey regarding Atira and beverage license transfer issues.	0.50 hrs.	155.00
10/31/2011	DJ	Office conference on employment contracts; e-mail from Andy Patten regarding listing agreement for broker on the Ennis Office building and e-mail to Lehman; e-mail from Andy Patten on the refunds to golf members and e-mail to Weil.	0.50 hrs.	155.00
10/31/2011	DJ	Call to Christina regarding issues with golf member deposits; call from Andy Patten on golf member deposits; e-mail to Weil on golf deposits issue.	0.50 hrs.	155.00
10/31/2011	DJ	E-mail confirmation order to title company; order certified copies from the clerk of court; call to Pej regarding Sagebrush agreement.	0.30 hrs.	93.00
10/31/2011	DJ	Office conference regarding beverage licenses; office conference regarding PSC application for Treeline Springs; office conference regarding employment contracts for existing employees; review e-mails regarding employment contracts.	0.50 hrs.	155.00
10/31/2011	TES	Work on Treeline Springs Montana Public Service Commission Application;	4.80 hrs.	1,320.00
10/31/2011	WAF	Review emails re employment issues (.3); review Atria agreement (.3); reply to Stene Mangolis re pay reduction issues (.6); draft email re need for information for employment contracts (.4).	1.60 hrs.	496.00
10/31/2011	CTS	Review confirmation order filed in bankruptcy court. (No Charge)	0.80 hrs.	0.00
10/31/2011	CTS	Review status report filed in bankruptcy court. (No Charge)	0.30 hrs.	0.00
				\$65,560.50

EXPENSES

10/07/2011	Charles Fisher Court Reporting, Inc. Rule 2004 exam of Russ McElyea	681.60
10/07/2011	Federal Express John Suckow, Lehman Brothers Holding Inc. 9/12/11	55.34
10/07/2011	Federal Express Robert J. Lemmons, Weil, Gotshal & Manges LLP 9/12/11	52.16
10/07/2011	Federal Express Richard Gitlin, Godfrey & Khan, S.C. 9/12/11	45.69
10/07/2011	Federal Express Dennis F. Dunnes, Milbank Tweed Hadley 9/12/11	52.16

10/07/2011	Federal Express Elizabeth Gasparini, Office of the United States Treasurer 9/12/11	52.16
10/07/2011	Federal Express Pej Razavilar, Weil Gotshal & Manges LLP 9/16/11	29.63
10/07/2011	Federal Express Edward R. McCarthy, Weil Gotshal & Manges LLP 9/16/11	29.63
10/07/2011	Federal Express Ronit J. Berkovich, Weil Gotshal & Manges LLP 9/16/11	29.26
10/07/2011	Federal Express Veronica Wing, Security Title Company 9/20/11	20.10
10/07/2011	Federal Express Robert J. Lemmons, Weil Gotshal & Manges LLP 9/22/11	26.52
10/07/2011	Federal Express John Suckow, Lehman Brothers Holding Inc. 9/22/11	32.43
10/07/2011	Federal Express Gerry Engle 9/22/11	22.92
10/07/2011	Federal Express Richard Gitlin, Godfrey & Khan 9/22/11	26.77
10/07/2011	Federal Express Elizabeth Gasparini, Office of The United States Treasury 9/22/11	29.26
10/07/2011	Federal Express Dennis F. Dunne, Milbank Tweed Hadley 9/22/11	29.26
10/07/2011	Charles Fisher Court Reporting, Inc. Depositions of Lee Poole and Tom Buffa	402.55
10/07/2011	Fisher Video Conferencing Services Video Depositions of Lee Poole and Tom Buffa	350.00
10/07/2011	Fisher Video Conferencing Services Video deposition of Russ McElyea	187.50
10/11/2011	Bureau of Alcohol Tobacco Firearms Fee for Permit	100.00
10/13/2011	Doug James Travel expenses to Helena, MT 10/06/11 Mileage \$229.50 (450 miles @ \$.51) Lodging \$145.45 Meals \$39.00	413.95
10/18/2011	Doug James Reimburse travel expenses to Missoula, MT for hearing 10/16/11 to 10/17/11 Mileage \$371.79 (729 miles @ \$.51) Lodging \$171.13 Meals \$141.00	684.92

	Parking	\$1.00	
10/18/2011	Pacer		100.00
	3rd Quarter Usage Charges		
10/28/2011	Ohio Secretary of State		24.00
	Filing Fee		
10/31/2011	Clerk of Bankruptcy Court		67.00
	Certified Copy Fee		
10/31/2011	Photocopies		38.10
			\$3,582.91

BILLING SUMMARY

Total professional services	\$65,560.50
Total expenses incurred	\$3,582.91

Total balance now due	\$69,143.41
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MOULTONBELLINGHAM_{PC}

November 30, 2011

27 North 27th Street, Suite 1900
P. O. Box 2559
Billings, Montana 59103-2559

Tax I.D. 81-0387111

LAMCO LLC
1271 AVENUE OF THE AMERICAS
38TH FLOOR
NEW YORK, NY 10020

Invoice# 97140 DJ
Billing through 11/30/2011

**MoonLight Basin Ranch Limited Partnership
(KK/FO)**

Our file# 016173 00001

PROFESSIONAL SERVICES

11/01/2011	DJ	Review closing checklist and conference call with Weil regarding closing.	0.50 hrs.	155.00
11/01/2011	DJ	Call with Pej regarding the Sagebrush agreement; e-mail from Moonlight regarding additional notice parties; e-mail to Patten regarding additional notice parties; e-mails from and to Lehman regarding beverage conference call.	0.50 hrs.	155.00
11/01/2011	DJ	Conference call with Russ McElyea regarding beverage licenses.	0.60 hrs.	186.00
11/01/2011	DJ	Call from Mike Lilly regarding closing schedule.	0.10 hrs.	31.00
11/01/2011	DJ	E-mails from and to Pej regarding closing issues; e-mail from Lehman regarding beverage licenses and entities; office conference on entity status.	0.50 hrs.	155.00
11/01/2011	DJ	E-mail from Lehman regarding explosives permits; e-mail from Moonlight on explosives permits; office conference and reply to Tom Buffa regarding permits.	0.50 hrs.	155.00
11/01/2011	DJ	E-mail from Dorie Refling regarding dismissal of the state court foreclosure action and reply; call from Mike Lilly regarding closing and his schedule and e-mail to Weil regarding Lilly.	0.40 hrs.	124.00
11/01/2011	DJ	E-mails to and from John Jones regarding beverage license issues; office conference regarding beverage license issues.	0.50 hrs.	155.00
11/01/2011	JTJ	Conference call with Tom Buffa, Brian B and Chris S re Atira Mgmt (Plan A) and Moonlight employees owning beverage license LLCs (Plan B) and discussions on call re application checklists and Temp Operating Authority.	1.20 hrs.	372.00
11/01/2011	JTJ	Follow up to call with Tom B and Brian B re	3.30 hrs.	1,023.00

application template to cover Plan A and Plan B ownership structures and other services related to DOR/DOJ approvals of either Plan, including emails re same.

11/01/2011	LJS	Business entity search for MT Moonlight Basin Resort LLC and MT Moonlight Basin Resort Ops LLC for BOM.	0.20 hrs.	26.00
11/01/2011	LJS	Email correspondence with Brian Marty re business entity searches.	0.10 hrs.	13.00
11/01/2011	TES	Work on Affidavit in support of Application to Montana PSC on Treeline Springs transfer approval.	2.80 hrs.	770.00
11/01/2011	KJB	Conference with Brian re liquor license LLCs.	0.30 hrs.	54.00
11/01/2011	CTS	Conference call to discuss requirements for beverage license applications and timing of when applications have to be complete.	0.30 hrs.	45.00
11/01/2011	CTS	Conference with Doug James to discuss check list to provide to Jack Manning and Atira that sets forth steps necessary to complete beverage license applications.	0.30 hrs.	45.00
11/01/2011	CTS	Begin creating matrix of documents needed for purposes of completing beverage license applications.	0.50 hrs.	75.00
11/01/2011	BOM	Email communications with D. James re explosives permit process.	0.30 hrs.	48.00
11/01/2011	BOM	Review CFRs related to employee requirements under explosives permit.	0.40 hrs.	64.00
11/01/2011	BOM	Review corporate documents for new entities in preparation for submission to ATF for explosives permitting.	0.30 hrs.	48.00
11/02/2011	DJ	Review e-mails from Lehman and Weil regarding checklists; review checklists.	0.50 hrs.	155.00
11/02/2011	DJ	Review e-mails on explosives permits and office conference on permit application.	0.50 hrs.	155.00
11/02/2011	DJ	Conference call with Lehman, Weil, and Moonlight on closing checklists and status.	0.60 hrs.	186.00
11/02/2011	DJ	E-mails from and to Moonlight and Lehman regarding explosives permits and employment contracts.	0.50 hrs.	155.00
11/02/2011	DJ	Calls to Shawn Christianson regarding court appearance; call to Andy Patten regarding payment of golf escrow amounts; call to Christina regarding golf member escrow deposits.	0.50 hrs.	155.00
11/02/2011	DJ	Call from Christina regarding golf member	0.25 hrs.	77.50

escrow; e-mail to Andy Patten regarding golf member escrow.

11/02/2011	DJ	E-mail from Brian Barry regarding limited liability company and member liability; review LLC issues and reply to Brian.	0.60 hrs.	186.00
11/02/2011	DJ	Call to Shawn Christianson regarding request for notice.	0.10 hrs.	31.00
11/02/2011	JTJ	Update ownership diagram of Moulton Bellingham re LLCs, Atira Mgmt involvement and overall ownership structure, operations and management of revenues	2.90 hrs.	899.00
11/02/2011	TES	Work on PSC affidavit regarding Treeline Springs conveyance and approval.	2.20 hrs.	605.00
11/02/2011	CTS	Phone call with Russ McElyea re: plan moving forward for beverage licenses owned by JVLP, LLC and Aardvark, LLC.	0.60 hrs.	90.00
11/02/2011	CTS	Review draft concession agreement sent by Russ McElyea for purposes of JVLP, LLC liquor license.	0.40 hrs.	60.00
11/02/2011	CTS	Email to John Jones and Doug James outlining the plan to transfer the beverage licenses owned by JVLP and Aardvark, as outlined by Russ McElyea.	0.40 hrs.	60.00
11/02/2011	CTS	Review regulations on concession agreements for beverage licensees.	0.50 hrs.	75.00
11/02/2011	BOM	Email communications with D. James and client re explosives permitting process and employee questionnaires.	0.40 hrs.	64.00
11/02/2011	BOM	Review employee questionnaire requirements for explosives permit.	0.20 hrs.	32.00
11/03/2011	DJ	E-mail from Ronit on DIP and attorney fees issues; e-mails from John Jones and Chris Sweeney regarding beverage license issues and reply.	0.50 hrs.	155.00
11/03/2011	DJ	E-mail from Jerry Wine at the title company and reply; office conference regarding review of title documents; review e-mails from Patten and Pej regarding Sagebrush and assets and liabilities.	0.50 hrs.	155.00
11/03/2011	DJ	Call and e-mail to Shawn Christianson regarding Oracle appearance in the case; e-mail to Weil and Patten regarding Oracle involvement.	0.10 hrs.	31.00
11/03/2011	DJ	E-mail from Russ regarding termination statements on loader and reply with receipt for filed termination statement; call from Stan Kaleczyc; receipt of certified copies from Clerk	0.50 hrs.	155.00

		of Court and forward to title company for recording.		
11/03/2011	DJ	Research Oracle matter, including call from Shawn Christenson; call to April Scheuler at Patten firm; e-mail to Moonlight and from Moonlight regarding software license agreements being assumed.	0.50 hrs.	155.00
11/03/2011	DJ	E-mails from and to Moonlight and Andy Patten regarding lien releases and Oracle software.	0.50 hrs.	155.00
11/03/2011	DJ	Work on response to title company question regarding title exceptions.	0.50 hrs.	155.00
11/03/2011	DJ	E-mail from Pej and reply regarding assignments of the Subdivision Improvements Agreements; review SIA's and begin work on assignment form.	0.50 hrs.	155.00
11/03/2011	DJ	E-mails from Lehman and Moonlight regarding the beverage licenses and transfers.	0.50 hrs.	155.00
11/03/2011	DJ	E-mails from Russ and Moonlight on the employment agreements; office conference on employment agreements.	0.50 hrs.	155.00
11/03/2011	DJ	Office conference on the explosives permits.	0.30 hrs.	93.00
11/03/2011	JTJ	Review numerous (8+) emails from Tom B, Brian B, Pej R and Doug James re "to do list" for beverage and follow up re approval issues.	1.10 hrs.	341.00
11/03/2011	JTJ	Legal services re matrix for ownership of beverage licenses, lease for sites and management/concession agreements for third party operators	1.90 hrs.	589.00
11/03/2011	BOM	Email correspondence with D. James and J. Knapton re pending explosives permit application.	0.20 hrs.	32.00
11/03/2011	KBB	Work on SIA assignment.	0.90 hrs.	126.00
11/03/2011	KBB	Work on title commitment & exceptions.	0.60 hrs.	84.00
11/04/2011	JTJ	Conference call with Tom B and Brian B re status, responsibility list for documents and concession agreements and follow with Chris S and Doug J re same.	2.10 hrs.	651.00
11/04/2011	TES	Review Mountain Water case and pleadings therein currently pending before Montana Public Service Commission regarding approval of transfer of water company.	3.30 hrs.	907.50
11/04/2011	BOM	Email communication with A. Smethurst re explosives permit.	0.10 hrs.	16.00
11/04/2011	BOM	Telephone conference with B. Andersen at ATF re explosives permit.	0.40 hrs.	64.00

11/05/2011	TES	Continue review of pleadings and affidavits in Mountain Water case before Montana PSC.	2.70 hrs.	742.50
11/06/2011	DJ	Review court order and draft Joint Response of all parties to the adversary action.	0.20 hrs.	62.00
11/07/2011	DJ	Call to Tom Buffa regrading Braxton water agreement.	0.10 hrs.	31.00
11/07/2011	DJ	Conference call with Christina, Moonlight and Andy Patten regarding the amounts of the class four and class five claims.	1.10 hrs.	341.00
11/07/2011	DJ	E-mail to Russ and Andy regarding releases for deed of trust and construcion liens.	0.10 hrs.	31.00
11/07/2011	DJ	Revise Joint Status Report and e-mail to Weil; call from Mike Lilly; e-mails from Weil regarding Joint Status Report; e-mail Joint Status Report to Stan Kaleczyc, Mike Lilly and Andy Patten.	0.50 hrs.	155.00
11/07/2011	JTJ	Review (11) emails from Russ McElyea, Tom B (with attachments on concession agreements) and Doug J all regarding 12/9 open date for Moonlight beverage sites.	2.10 hrs.	651.00
11/07/2011	JTJ	Conference call with Russ McElyea et al re "to do list", existing concession agreements and timelines and memo to K Bell re same	1.60 hrs.	496.00
11/07/2011	LJS	Phone conference with Secretary of State re priority request for articles of organization re MT Moonlight Basin Resort Ops LLC.	0.10 hrs.	13.00
11/07/2011	LJS	Prepare priority request to Secretary of State for articles of organization re MT Moonlight Basin Resort Ops LLC.	0.20 hrs.	26.00
11/07/2011	LJS	Receive and review articles of organization.	0.10 hrs.	13.00
11/07/2011	LJS	Research Delaware Secretary of State for information re obtaining articles of organization re MT Moonlight Basin Resort Ops LLC.	0.40 hrs.	52.00
11/07/2011	LJS	Prepare online request to Delaware Secretary of State for articles of organization re MT Moonlight Basin Resort Ops LLC.	0.10 hrs.	13.00
11/07/2011	WAF	Review emails re employment contracts.	0.50 hrs.	155.00
11/07/2011	WAF	Review spreadsheet re salary/vacation.	0.50 hrs.	155.00
11/07/2011	WAF	Conference with Doug re employment agreements, terms.	0.30 hrs.	93.00
11/07/2011	KJB	Review existing Aardvark agreements (concession, lease, and management agreements).	2.20 hrs.	396.00
11/07/2011	BOM	Telephone conference with B. Andersen at ATF re explosives permit application	0.40 hrs.	64.00

Date	Initials	Description	Hours	Amount
11/07/2011	BOM	Email communications with D. James re articles of incorporation and other org documents for explosives permit application.	0.30 hrs.	48.00
11/07/2011	BOM	Email communications with B. Andersen re org documents required for explosives permit application.	0.30 hrs.	48.00
11/07/2011	BOM	Review articles of incorporation, operating agreement, and other org documents for submission to ATF for explosives permit.	0.40 hrs.	64.00
11/07/2011	KBB	Continue work on Ohio UCC amendment.	0.40 hrs.	56.00
11/08/2011	DJ	Weekly conference call with Weil regarding closing status and open items.	0.50 hrs.	155.00
11/08/2011	DJ	E-mail to Shawn Christenson regarding notice to Oracle.	0.10 hrs.	31.00
11/08/2011	DJ	Review title commitment and e-mail to Andy Patten regarding release of construction liens.	0.40 hrs.	124.00
11/08/2011	DJ	E-mail from Mike Lilly regarding Joint Status Report; finalize and file Joint Status Report.	0.20 hrs.	62.00
11/08/2011	DJ	E-mail from Andy Patten regarding golf escrow issues; e-mail to Weil regarding golf escrows; call to Andy Patten regarding payment motion.	0.40 hrs.	124.00
11/08/2011	DJ	Review e-mails on beverage licenses and e-mail to Pej regarding the settlement agreement; office conference on beverage operations.	0.50 hrs.	155.00
11/08/2011	JTJ	Review Concession Agreement and exhibits, Lease, Management Agreement and related documents between Lone Mtn Food & Bev and Aardvark LLC for liquor operations at Madison Base, together with MT Admin Rules etc.	3.90 hrs.	1,209.00
11/08/2011	JTJ	Telephone call with Pej R, Brian B re "to do" list on JVLP license and Lodge beverage operations. (N/C)	0.70 hrs.	0.00
11/08/2011	JTJ	Legal and tax services re concession arrangement agreements for JVLP, LLC license at Moonlight Lodge, drafting and analysis re same.	2.20 hrs.	682.00
11/08/2011	TES	Review Montana Consumer Counsel testimony in Mountain Water Case before Montana Public Service Commission re impact on Treeline Springs transfer application approval.	3.10 hrs.	852.50
11/08/2011	WAF	Call from James re employment contracts.	0.20 hrs.	62.00
11/08/2011	WAF	Call (message) to and from McElyea re employment contracts.	0.20 hrs.	62.00
11/08/2011	WAF	Phone conference with McElyea re employment contracts.	0.20 hrs.	62.00

Invoice# 97140 Page 7

11/08/2011	WAF	Memo to James re employment contracts.	0.10 hrs.	31.00
11/08/2011	KJB	Drafting concession agreement between JVLP and LMFB.	2.70 hrs.	486.00
11/08/2011	KJB	Drafting lease agreement between JVLP and Moonlight.	2.00 hrs.	360.00
11/08/2011	BOM	Telephone conference with B. Andersen at ATF re explosives permit; email communications with D. James re same.	0.50 hrs.	80.00
11/09/2011	DJ	Telephone conference with Pej and Carlos regarding closing issues.	0.50 hrs.	155.00
11/09/2011	DJ	Telephone conference with Lehman, Moonlight and Weil regarding closing issues.	0.75 hrs.	232.50
11/09/2011	DJ	Telephone conference with Pej regarding closing issues and the beverage licenses.	0.30 hrs.	93.00
11/09/2011	DJ	E-mails regarding explosives permits and closing issues; call to Brian Barry regarding explosive conferenc call.	0.30 hrs.	93.00
11/09/2011	DJ	Call from Andy Patten regarding Jack Creek Road Rights; e-mail to Weil and reply; e-mail to Andy Patten regarding Rob Hlll's Jack Creek Road right.	0.40 hrs.	124.00
11/09/2011	DJ	Review and revise assignment of SIA's and vacation of the SIA; e-mail from and to Jerry Wine at the title company regarding construction liens; e-mail from Andy Patten regarding construction liens.	0.50 hrs.	155.00
11/09/2011	JTJ	Conference call with Lehman, Weil and Moonlight teams re bankruptcy, real estate and liquor license issues.	0.70 hrs.	217.00
11/09/2011	JTJ	Legal services re concession agreements and related documents for the Madison lift area and main Lodge.	2.40 hrs.	744.00
11/09/2011	KJB	Participate in conference call with Pej, Brian, Moonlight individuals et al re liquor license issues.	0.50 hrs.	90.00
11/09/2011	KJB	Draft amendment to concession agreement.	1.30 hrs.	234.00
11/09/2011	KJB	Draft management agreement.	1.80 hrs.	324.00
11/09/2011	KJB	Finalize draft of concessoin agreement with JVLP.	1.40 hrs.	252.00
11/09/2011	KJB	Draft lease agreement between LMFB and Moonlight.	1.40 hrs.	252.00
11/09/2011	KJB	Participate in conference call with Pej, John, and Doug re liquor license issues.	0.60 hrs.	108.00
11/09/2011	KJB	Finalize draft of lease agreement between JVLP	0.90 hrs.	162.00

		and Moonlight.		
11/09/2011	BOM	Telephone conference with B. Barry, T. Buffa, and other New York counsel re beverage licenses and explosives permit.	0.80 hrs.	128.00
11/09/2011	BOM	Telephone conference with B. Andersen at ATF re explosives permit.	0.20 hrs.	32.00
11/09/2011	BOM	Review subdivision improvement agreement in preparation for drafting assignment or termination agreements.	0.80 hrs.	128.00
11/09/2011	BOM	Begin drafting assignment and termination agreements for subdivision improvement agreements.	1.60 hrs.	256.00
11/10/2011	DJ	Conference call with Lehman and Pej regarding beverage licenses and non-executory contracts.	0.50 hrs.	155.00
11/10/2011	DJ	E-mails to and from Moonlight regarding SIA's and assignments and vacations; e-mail to and from Pej.	0.40 hrs.	124.00
11/10/2011	DJ	Conference call with Lehman on explosives permits and call to Mike Bond regarding explosives permit and org. chart.	0.50 hrs.	155.00
11/10/2011	DJ	Office conference and work on Treeline Springs transfer.	0.50 hrs.	155.00
11/10/2011	DJ	Office conference regarding explosives permits; review proposed language on explosives permits; review Lehman org chart for ATF.	0.40 hrs.	124.00
11/10/2011	JTJ	Redraft of Concession Agreement supporting documents for Aardvark-LMFB (for Madison) and revise proposed Concession Agreements for JVLP-LMFB (Lodge) based on telephone conference with Lehman and Weil teams on 11/9 11/10	2.90 hrs.	899.00
11/10/2011	JTJ	(12) telephone conference and emails with Tom B, Brian B, Russ McElyea, Pej R, Mike Lilly et al re Concession Agreements, "Temp Operating Authority" for both ski resort sites and related issues to timing of closing and TOA.	3.70 hrs.	1,147.00
11/10/2011	WAF	Review Moonlight handbook and email to Tom Buffa re any severance obligation.	0.50 hrs.	155.00
11/10/2011	WAF	Revise employee roster and organizational chart to select employees for contracts.	0.70 hrs.	217.00
11/10/2011	WAF	Revise contract to create form.	0.50 hrs.	155.00
11/10/2011	KJB	Participate in conference call re beverage licenses.	0.60 hrs.	108.00
11/10/2011	KJB	Finalize drafts of concession related agreements.	2.00 hrs.	360.00

11/10/2011	KJB	Correspondence to Russ and Lilly re drafts of documents related to the transfer of the Montana beverage licenses.	0.60 hrs.	108.00
11/10/2011	BOM	Telephone conferenc with B. Barry and T. Buffa re explosives permit and organizational structure for ATF review.	0.80 hrs.	128.00
11/10/2011	BOM	Email communications with R. McElyea re SIA agreements.	0.30 hrs.	48.00
11/10/2011	BOM	Finalize drafts of assignment or termination of Subdivision Improvements Agreements.	2.90 hrs.	464.00
11/10/2011	AEB	Spoke with Tom and researched assignment of contracts, and when is there an assumption in MT	2.70 hrs.	405.00
11/11/2011	DJ	Work on title issues with John B. in preparation for closing.	0.75 hrs.	232.50
11/11/2011	DJ	E-mails from Patten and Weil and Lehman regarding claims; e-mails and office conference regarding transfer of beverage licenses.	0.50 hrs.	155.00
11/11/2011	DJ	E-mails regaring explosives permits from and to Brian Barry; e-mails from Moonlight regarding the Subdivision Improvements Agreements and clearing title to the real estate.	0.30 hrs.	93.00
11/11/2011	TES	Work on PSC Application re incorporation of Affidavit information for Treeline Springs transfer;	2.20 hrs.	605.00
11/11/2011	WAF	Phone conference re severance policies, employment contracts.	0.30 hrs.	93.00
11/11/2011	AEB	Continued researching liability issues associated with assignment and assumption- into real estate, goods-ucc, services contracts in MT; drafted memo on topic.	5.50 hrs.	825.00
11/12/2011	DJ	Review e-mails on beverage licenses and suggestions from Russ McElyea.	0.25 hrs.	77.50
11/12/2011	DJ	E-mail from Shawn C. regarding Oracle contract and reply.	0.10 hrs.	31.00
11/12/2011	DJ	Review e-mails from Alex and Pej regarding contracts.	0.50 hrs.	155.00
11/13/2011	DJ	E-mail to Stan and Kim rearding stipulations for dismissal; review e-mails regarding explosives permits; review research on assignment of contracts.	0.50 hrs.	155.00
11/14/2011	DJ	Review and reply to e-mails regarding the explosives permit and our response to ATF.	0.50 hrs.	155.00
11/14/2011	DJ	Review e-mails regarding the beverage licenses and concession agreements.	0.30 hrs.	93.00

Invoice# 97140 Page 10

Date	Initials	Description	Hours	Amount
11/14/2011	DJ	Review multiple e-mails on the beverage licenses and applicaitons; e-mail from Stan Kaleczyc and reply regarding dismissal.	0.50 hrs.	155.00
11/14/2011	DJ	E-mails regarding the explosives permit; office conference regarding the permits.	0.40 hrs.	124.00
11/14/2011	DJ	Review and reply to multiple e-mails regarding the transfer of the three beverage licenses and obtaining temporary operating authority.	0.50 hrs.	155.00
11/14/2011	JTJ	Redraft Concession Agreements for JVLP with lease extensions, and exhibits (for liquor license in Lodge) and related drafting and legal review services per MT law	4.40 hrs.	1,364.00
11/14/2011	LJS	Email correspondence with Rachel Goetz re information needed for transfer of vehicle titles (estimated weight of vehicles and process to correct the registration that has whiteout, i.e. which party signs the application for replacement certificate).	0.30 hrs.	39.00
11/14/2011	LJS	Phone conference with Bernie at Gallatin County to confirm that the original owner needs to sign the appolication for replacement title.	0.20 hrs.	26.00
11/14/2011	KJB	Revise concession and lease agreements per Russ's correspondence.	0.60 hrs.	108.00
11/14/2011	KJB	Revise cooperation provision for concession agreement.	1.50 hrs.	270.00
11/14/2011	CTS	Review weeks worth of emails on concession agreements, leases, management agreements, and other agreements related to beverage licenses.	2.00 hrs.	300.00
11/14/2011	CTS	Emails with Doug James re: Six Shooter beverage license and when we need to submit application to transfer that license.	0.20 hrs.	30.00
11/14/2011	CTS	Conference with Katie Bell re: status of concession agreements and leases related to beverage licenses.	0.50 hrs.	75.00
11/14/2011	CTS	Response to Brian Barry's question re: can temporary operating authority be assigned once it is given by Department of Revenue.	0.30 hrs.	45.00
11/14/2011	BOM	Telephone conference with B. Andersen at ATF re explosives permit.	0.30 hrs.	48.00
11/14/2011	BOM	Email communication with D. James and client re explosives permit.	0.20 hrs.	32.00
11/14/2011	BOM	Review ATF requirements for Responsible Person information on explosives permit; email communication with R. McElyea, A. Patten, and	0.50 hrs.	80.00

D. James re same.

11/14/2011	AEB	Completed follow-up research on potential liability arising from assignment and assumption topic after reviewing brief descriptions of different contracts to be assigned, emailed Doug responsive conclusion.	2.30 hrs.	345.00
11/15/2011	DJ	E-mail from Jerry Wine regarding recording confirmation order; call to Pej; call to Tom Buffa; review closing checklist.	0.50 hrs.	155.00
11/15/2011	DJ	Weekly conference with Weil regarding closing.	0.50 hrs.	155.00
11/15/2011	DJ	E-mail and call from Andy Patten and return call regarding conference call on claims; e-mails from Moonlight on call; e-mails to and from Christina regarding a call on claims.	0.40 hrs.	124.00
11/15/2011	JTJ	Review (14) emails from Pej R, T Buffa, Brian B, DOR et al re timing of TOA, Concession Agreements for Lodge and Madison Lift and Atira Group management agreement and reply to questions on emails.	2.70 hrs.	837.00
11/15/2011	LJS	Phone conference with Bernie at Gallatin County MVD re transfer of certificates.	0.20 hrs.	26.00
11/15/2011	LJS	Obtain MVD forms to be completed from website.	0.30 hrs.	39.00
11/15/2011	LJS	Email correspondence with Rachel Goetz re application for duplicate title (for the certificate that had whiteout).	0.20 hrs.	26.00
11/15/2011	KJB	Finalize draft of cooperation language and other changes to concession agreement.	1.00 hrs.	180.00
11/15/2011	CTS	Review concession agreements between JVLP and Lone Mountain Food & Beverage drafted by Katie Bell.	0.40 hrs.	60.00
11/15/2011	CTS	Review amendment to concession agreement between Aardvark, LLC and Lone Mountain Food & Beverage drafted by Katie Bell.	0.20 hrs.	30.00
11/15/2011	CTS	Review amendment to lease agreement between Moonlight Basin, LLC and Lone Mountain Food and Beverage, LLC and review amendment to sublease between Aardvark, LLC and Lone Mountain Food and Beverage, LLC drafted by Katie Bell.	0.40 hrs.	60.00
11/15/2011	CTS	Review lease between JVLP and Moonlight Lodge, LLC and review lease between Lone Mountain Food & Beverage, LLC and Moonlight Lodge, LLC drafted by Katie Bell.	0.50 hrs.	75.00
11/15/2011	CTS	Review management agreement between JVLP	0.30 hrs.	45.00

and unnamed management company drafted by
Katie Bell.

11/16/2011	DJ	Review e-mails regarding conference calls today; review checklist; office conference regarding explosives permit and beverage licenses.	0.50 hrs.	155.00
11/16/2011	DJ	Telephone conference with Weil, Moonlight and Lehman on closing issues.	0.50 hrs.	155.00
11/16/2011	DJ	Review e-mail with Terracon letter; office conference regarding beverage licenses and e-mails from and to Weil regarding beverage license applicaitons.	0.50 hrs.	155.00
11/16/2011	DJ	Office conference regarding explosives permit; e-mail from Russ McElyea regarding explosives permit; review internal research on liability for violations and e-mail to Russ; reply Russ and e-mail response to Lehman and Weil.	0.50 hrs.	155.00
11/16/2011	DJ	E-mail from title company regarding possible survey; call and e-mails to Sanderson Stewart regarding survey options; e-mail from and to Lehmand and reply on survey issues.	0.50 hrs.	155.00
11/16/2011	JTJ	Legal services re obtaining DOR approval of Concession Agreements (with Leases, and Management Agreement) for Lodge and Madison including language changes, compliance with Admin Rules of MT and existing liquor operations.	3.10 hrs.	961.00
11/16/2011	TES	Review Mountain Water data requests from Montana PSC for Treeline Springs Application.	1.90 hrs.	522.50
11/16/2011	WAF	Conference call re status of closing.	0.60 hrs.	186.00
11/16/2011	WAF	Phone conference with Brian Barry re employment issues.	0.50 hrs.	155.00
11/16/2011	KJB	Conference with Chris re DOR; review correspondence re same.	0.60 hrs.	108.00
11/16/2011	CTS	Conference call with Lehman, Moonlight, Doug, Andy and Brian Marty re: employment issues, beverage license issues, and explosive permit issues.	0.50 hrs.	75.00
11/16/2011	CTS	Emails with Lehman and Weil re: information needed to complete beverage license applications.	0.30 hrs.	45.00
11/16/2011	CTS	Email to Dannette Tenneson at Montana DOR re: proposed concession agreement between JVLP and Lone Mountain Food & Beverage, LLC.	0.40 hrs.	60.00

11/16/2011	CTS	Conference with Doug, John and Katie re: what other documents need to be sent to Montana DOR for approval.	0.30 hrs.	45.00
11/16/2011	BOM	Telephone conference with T. Buffa and B. Barry re explosives permit and other closing checklist issues.	0.60 hrs.	96.00
11/16/2011	BOM	Telephone message and email communication with B. Andersen at ATF re explosives permit.	0.20 hrs.	32.00
11/16/2011	BOM	Research federal statutes and regulations and ATF publications for language potentially subjecting Responsible Persons on explosives permit to liability.	1.20 hrs.	192.00
11/16/2011	BOM	Email communication with R. McElyea and A. Patten re Responsible Persons liability.	0.10 hrs.	16.00
11/17/2011	DJ	Call to Brian regarding the status of the explosives permit; e-mail to and from Brian and forward e-mails to Lehman and Weil regarding ATF position and status of explosives permits.	0.30 hrs.	93.00
11/17/2011	DJ	Telephone conference with Moonlight, Patten, and Weil regarding Moonlight claims status.	0.75 hrs.	232.50
11/17/2011	JTJ	Reply to (11) emails from Lehman and Weil teams re Mike Lilly concerns, TOA for liquor licenses, leases and Concession Agreements and timing for TOA ("temp operating authority" under MT law for liquor license)	1.90 hrs.	589.00
11/17/2011	KJB	Review correspondence and analysis of "hold harmless" language and extension of term.	0.90 hrs.	162.00
11/17/2011	CTS	Email to Montana Department of Revenue explaining our plan for the beverage licenses owned by JVLP, LLC and Aardvark, LLC and submitting the proposed concession agreements and leases to the DOR for its approval.	1.10 hrs.	165.00
11/17/2011	CTS	Review of email sent by John Jones re: Mike Lilly's thoughts on our plans to transfer the beverage licenses owned by JVLP and Aardvark.	0.30 hrs.	45.00
11/17/2011	CTS	Revise document that lays out the general steps to transfer the Moonlight Basin beverage licenses to new entities.	0.30 hrs.	45.00
11/17/2011	BOM	Telephone conference with B. Andersen at ATF; email communication to D. James, T. Buffa, and B. Barry re conversation with ATF re explosives permit.	0.40 hrs.	64.00
11/18/2011	DJ	E-mails from John Jones and Chris Sweeney regarding the beverage licenses and materials submitted to Montana Department of Revenue.	0.50 hrs.	155.00

Invoice# 97140 Page 14

11/18/2011	DJ	E-mails and calls from and to Brian Barry regarding the explosives permit and indemnification issue.	0.20 hrs.	62.00
11/18/2011	LJS	Email correspondence with Rachel Goetz re transfer of automobile titles (bill of sale, load issues).	0.20 hrs.	26.00
11/18/2011	LJS	Phone conference with Bernie at Gallatin County MVD to confirm bill of sale will suffice.	0.20 hrs.	26.00
11/18/2011	WAF	Conference call with the Lehman, Atria group re employment issues.	0.70 hrs.	217.00
11/18/2011	KJB	Revise concession agreements re no tax liability to individual members and extension of term.	3.00 hrs.	220.00
11/18/2011	KJB	Telephone call with Pej re enforceability.	0.30 hrs.	54.00
11/18/2011	CTS	Complete checklist of information needed from Atira to complete beverage license applications.	1.10 hrs.	165.00
11/18/2011	CTS	Email to Brian Barry with forms and checklists to forward onto Atira for purposes of completing the beverage license applications.	0.30 hrs.	45.00
11/18/2011	CTS	Conferences with Katie Bell re: cooperation language in concession agreements and tax indemnity language in concession agreements.	0.40 hrs.	60.00
11/18/2011	CTS	Review settlement agreement sent by Pej to determine relevant deadlines for beverage licenses and to determine how beverage license leases are addressed.	0.40 hrs.	60.00
11/18/2011	BOM	Review draft of motion for interim compensation and research new guidelines in preparation for motion.	0.50 hrs.	80.00
11/18/2011	BOM	Conference with K. Hoke re billing statements related to interim compensation motion.	0.30 hrs.	48.00
11/19/2011	DJ	Review memos to Moonlight employees regarding change of ownership.	0.50 hrs.	155.00
11/19/2011	DJ	E-mail comments on memos to Andy Forsythe and office conference on strategy with key employees.	0.50 hrs.	155.00
11/19/2011	WAF	Review settlement agreement related to employee issues.	0.80 hrs.	248.00
11/19/2011	WAF	Review proposed employee severance agreement.	0.50 hrs.	155.00
11/19/2011	WAF	Revise proposed new employment agreement.	0.40 hrs.	124.00
11/19/2011	WAF	Review employee list to identify management/salaried positions.	0.40 hrs.	124.00
11/19/2011	WAF	Draft memos/letters to employees re the transition.	0.80 hrs.	248.00

Date	Initials	Description	Hours	Amount
11/19/2011	WAF	Check federal law re layoff.	0.30 hrs.	93.00
11/19/2011	WAF	Email to Lehman and Atria re series of employment issues.	0.60 hrs.	186.00
11/20/2011	DJ	Review e-mails from Pej regarding title issues and development rights.	0.50 hrs.	155.00
11/21/2011	DJ	E-mail to Brian regarding explosives permit and call.	0.00 hrs.	0.00
11/21/2011	DJ	Review e-mails from Patten and Christina regarding secretary's certificates and reply.	0.25 hrs.	77.50
11/21/2011	DJ	E-mail from Pej regarding the concession agreements and office conference regarding the same; multiple e-mails from John and Chris regarding the concession agreements.	0.40 hrs.	124.00
11/21/2011	DJ	E-mails from Jerry Wine at the title company (6); e-mails from John, Pej, and Tom Buffa regarding the beverage licenses; e-mail to Weil and Lehman regarding recorded confirmation order.	0.50 hrs.	155.00
11/21/2011	WAF	Emails with Buffa re severance agreements.	0.30 hrs.	93.00
11/21/2011	CTS	Emails with Department of Revenue about proposed concession agreement with JVLP and Lone Mountain Food & Beverage, LLC.	0.20 hrs.	30.00
11/21/2011	CTS	Emails with Department of Revenue about various agreements related to the three Moonlight Basin entities that own the beverage licenses.	0.40 hrs.	60.00
11/21/2011	CTS	Read multiple emails between Moulton Bellingham, Lehman, Weil and Atira re: concession agreements and Poole's willingness to cooperate.	0.50 hrs.	75.00
11/21/2011	CTS	Review emails concerning adding LBHI as a 3rd party beneficiary to the concession agreements for the beverage licenses.	0.30 hrs.	45.00
11/21/2011	CTS	Conference with Katie Bell re: adding LBHI as a 3rd party beneficiary to the concession agreements for the beverage licenses.	0.20 hrs.	30.00
11/21/2011	CTS	Review of email from John Jones to Lehman team discussing risks involved with the beverage licenses and the sequence of transferring the licenses.	0.20 hrs.	30.00
11/22/2011	DJ	Multiple e-mails regarding the beverage licenses and Atira; conference call with Weil on closing issues.	0.50 hrs.	155.00
11/22/2011	DJ	Letter from Stan Kaleczyc regarding dismissal of litigation; draft letter to Kellie Morton regarding stipulation for dismissal of foreclosure action.	0.30 hrs.	93.00

Date	Initials	Description	Hours	Amount
11/22/2011	DJ	E-mails relating to information requests from Montana DOJ relating to transfer of assets; review documents responsive to DOJ requests.	0.50 hrs.	155.00
11/22/2011	DJ	Call from Brian Barry regarding explosives permit and indemnification; office conference on indemnification agreement.	0.40 hrs.	124.00
11/22/2011	DJ	E-mails from Russ on concession agreements and SIAs and reply with assignments of the SIAs and termination agreements.	0.40 hrs.	124.00
11/22/2011	DJ	E-mails from and to Russ McElyea regarding SIA assignments; revise assignment form.	0.50 hrs.	155.00
11/22/2011	LJS	Fax to Bernie at Gallatin County MVD re Bill of Sale.	0.20 hrs.	26.00
11/22/2011	LJS	Phone conf with Bernie at Gallatin County re bill of sale.	0.10 hrs.	13.00
11/22/2011	LJS	Email correspondence with Rachel Goetz re bill of sale.	0.20 hrs.	26.00
11/22/2011	TES	Review materials re Treeline Springs' water rights;	2.30 hrs.	632.50
11/22/2011	KJB	Draft letter agreement between JVLP/Aardvark et al and Lehman re enforceability of concession agreement.	1.80 hrs.	324.00
11/22/2011	CTS	Emails about the status of the information Atira needs to provide for the beverage licenses.	0.60 hrs.	90.00
11/22/2011	CTS	Review concession agreements with cooperation language and letter agreements.	0.90 hrs.	135.00
11/22/2011	CTS	Conference with Katie Bell about cooperating language in concession agreements and letter agreements.	0.30 hrs.	45.00
11/22/2011	CTS	Look up license numbers for the three beverage licenses.	0.30 hrs.	45.00
11/22/2011	BOM	Email communications with R. McElyea, A. Patten, and D. James re explosives permit; review permit application sections 14 and 15 discussed in R. McElyea email.	0.30 hrs.	48.00
11/23/2011	DJ	Call from Andy Patten regarding the extension notice; calls to Tom and Brian; e-mail to Lehman and Weil; e-mail from and to Pej regarding the extension notice.	0.50 hrs.	155.00
11/23/2011	DJ	E-mails regarding the explosives permit and application process and e-mails to Lehman and Weil regarding the same.	0.50 hrs.	155.00
11/23/2011	DJ	Call from Tom Buffa regarding employment contracts; office conference on employment issues.	0.25 hrs.	77.50

11/23/2011	DJ	E-mails regarding the extension notice and reply to Mike Lilly; call to Mike Lilly re extension notice.	0.20 hrs.	62.00
11/23/2011	DJ	Review additional pleadings and claims filed by the Johnson Brothers and Tim Anderson and e-mail to Weil regarding the same.	0.50 hrs.	155.00
11/23/2011	DJ	Review e-mail from Examiner and his bill and reply; forward examiner's billing invoice to Andy Patten.	0.40 hrs.	124.00
11/23/2011	DJ	Review additional claims filed by Johnson Brothers; e-mails from Brian Barry and Pej and reply.	0.40 hrs.	124.00
11/23/2011	KJB	Finalize letter agreements; correspondence to team re same.	1.30 hrs.	234.00
11/23/2011	KJB	Telephone call with Pej re Six Shooter; conference with Chris re same.	0.60 hrs.	108.00
11/23/2011	KJB	Changes to beverage agreements per Mike Lilly.	0.60 hrs.	108.00
11/23/2011	CTS	Multiple emails on concession agreements and other documents to be signed by Lee Poole and Tim Anderson related to beverage licenses.	0.80 hrs.	120.00
11/23/2011	CTS	Conference with Katie Bell re: concession agreements and whether cooperation language should go in separate document.	0.50 hrs.	75.00
11/23/2011	CTS	Email from Mike Lilly on the different issues his clients have with the beverage license documents.	0.30 hrs.	45.00
11/23/2011	CTS	Internal emails on when we need to submit an application for the Six Shooter license and what documents we need to get executed now to facilitate the transfer of that license.	0.40 hrs.	60.00
11/23/2011	CTS	Email to Mike Lilly re: Poole's and Anderson's cooperation on transferring the Six Shooter license.	0.20 hrs.	30.00
11/23/2011	BOM	Email communications with R. McElyea, A. Patten, and D. James re explosives permit; telephone message with B. Andersen at ATF	0.20 hrs.	32.00
11/23/2011	AEB	Edited contract assignment and issues of assumption memo, did some backup research	0.80 hrs.	120.00
11/25/2011	DJ	E-mails from and to Tom Buffa and Ronit regarding employment issues with Pack and Butts; e-mail to Andy Forsythe; e-mail from and to Pej and Chris Sweeney regarding the Six Shooter beverage license; call to Mike Lilly.	0.50 hrs.	155.00
11/25/2011	DJ	Calls to Stan Kaleczyc regarding the extension notice; e-mail to Stan regarding the extension	0.25 hrs.	77.50

		notice.		
11/25/2011	DJ	Review memo on liability associated with assigned contracts and e-mail to Pej.	0.40 hrs.	124.00
11/25/2011	DJ	E-mail from and to Pej regarding the extension notice; review notice and e-mail to Stan, Kim, and Mike Lilly regarding the notice.	0.50 hrs.	155.00
11/25/2011	JTJ	Review Bankruptcy Court Order under Rules 9019 and 105(a) re Settlement, liquor entities sections and attachments including Memorandum and Order dated October 26, 2011	3.40 hrs.	1,054.00
11/25/2011	WAF	Emails re the Buffa and Pack employment contracts.	0.30 hrs.	93.00
11/26/2011	DJ	E-mail from Tom Buffa regarding Atira's attorney Jack Manning and e-mail to team to follow up with Manning; review new proofs of claim filed for rejection damages.	0.50 hrs.	155.00
11/26/2011	DJ	Office conference regarding the Butts and Pack employment issues; e-mail from Ronit and Andy Forsythe; e-mail to Weil regarding employment issues.	0.50 hrs.	155.00
11/26/2011	DJ	Review Butts and Pack employment agreements and proposed amendments.	0.30 hrs.	93.00
11/26/2011	WAF	Email to Doug re handling the Pack and Buffa contracts. (N/C)	0.30 hrs.	0.00
11/26/2011	CTS	Multiple emails with Lehman and Weil on status of beverage license documents that have to be signed by Poole and Anderson. (N/C)	0.40 hrs.	0.00
11/27/2011	DJ	E-mail from Ronit regarding Pack and Butts employment issues and reply; e-mail to Tom Buffa.(N/C)	0.50 hrs.	0.00
11/28/2011	DJ	E-mail from Alex and Christina regarding closing checklists and reply regarding completed tasks.	0.50 hrs.	155.00
11/28/2011	DJ	E-mail from Ronit and Tom regarding employment issues with Butts and Pack; and reply.	0.25 hrs.	77.50
11/28/2011	DJ	Conference call with Lehman, Weil and Moonlight regarding closing task list.	0.60 hrs.	186.00
11/28/2011	DJ	Call from Andy Patten regarding plan administrator issues; e-mail from Patten on Plan administrator issues; e-mail from Kim Beatty regarding Treeline Springs.	0.40 hrs.	124.00
11/28/2011	DJ	Review and revise indemnity agreement; office conference on indemnity agreements and e-mail to Lehman.	0.40 hrs.	124.00

11/28/2011	DJ	Review multiple e-mails regarding status of the beverage license transfers; office conference with John Jones regarding license transfers and indemnity agreement issues. (N/C)	0.50 hrs.	0.00
11/28/2011	DJ	E-mails from Andy Patten regarding closing certificates and closing; e-mail to Pej and Alex; e-mails from and to Lehman and Weil regarding employment issues and conference call.	0.50 hrs.	155.00
11/28/2011	DJ	E-mail from Jack Manning regarding settlement and plan confirmation; forward critical documents to Manning.	0.50 hrs.	155.00
11/28/2011	DJ	Review multiple emails from Lehman, John Jones, Brian Barry, and Andy Patten on confirmation and closing issues.	0.40 hrs.	124.00
11/28/2011	DJ	Finalize October billings and review billing statements.(N/C)	0.80 hrs.	0.00
11/28/2011	JTJ	Prep for conference call with Jack Manning, Atira counsel re entire liquor entity structure and agreements.	1.70 hrs.	527.00
11/28/2011	JTJ	Conference call with Jack Manning re Atira's liquor transactions/entities etc and email to Lehman and counsel re details of conference call.	1.60 hrs.	496.00
11/28/2011	CTS	Emails with Lehman and Weil re: conference call with Jack Manning. (N/C)	0.30 hrs.	0.00
11/28/2011	CTS	Conference call with John Jones and Jack Manning re: Atira's role in transferring the beverage licenses.	1.20 hrs.	180.00
11/28/2011	CTS	Email to Jack Manning following conference call between Jack, John Jones and me re: information needed from Atira to transfer the beverage licenses.	0.30 hrs.	45.00
11/28/2011	BOM	Draft indemnification agreement for responsible persons listed on explosives permit.	1.00 hrs.	160.00
11/29/2011	DJ	Telephone conference with Pej and Christina regarding open issues with closing.	0.50 hrs.	155.00
11/29/2011	DJ	E-mails from Andy Patten regarding closing issues and forward to Pej and Lehman; e-mail from Brian Barry and John Nastasi regarding Timbers claim objection; call to Patten.	0.50 hrs.	155.00
11/29/2011	DJ	E-mails from Patten, Pej, and Lehman regarding closing issues; e-mail to Lehman and Weil regarding Lee Poole's availability for closing; call to Andy Patten on closing date.	0.50 hrs.	155.00
11/29/2011	DJ	Review closing checklists; call to Patten; e-mail	0.50 hrs.	155.00

		from Patten on budgets.		
11/29/2011	DJ	E-mail from Brian and John on Timbers claim objection; calls to Andy Patten regarding Timbers and closing.	0.30 hrs.	93.00
11/29/2011	DJ	Call from Patten regarding closing date; e-mail from and to Lehman and Weil regarding closing dates and issues; e-mail to Kim Beatty regarding the Treeline Springs transfer applicaiton.	0.40 hrs.	124.00
11/29/2011	DJ	Returned call to Tom Buffa; telephone conference with Tom Buffa, Ronit, Christina, and Andy regarding Butts and Pack employment agreement and potential treatment.	0.40 hrs.	124.00
11/29/2011	DJ	E-mails from Russ regarding the Timbers lease and retention of Stan Kaleczyc to object; reivew Moonlight employment application for Stan; e-mail to Lehman and Weil regarding Stan's employment; e-mails to and from Russ McElyea regarding employment of Stan.	0.50 hrs.	155.00
11/29/2011	DJ	Office conference on the status of the new explosives permit; e-mail to and from Russ McElyea regarding uncompleted tasks and urgency.	0.50 hrs.	155.00
11/29/2011	DJ	Prepare for and participate in conference call with John B and Pej regarding the transfer of Development Rights associated with Moonlight.	1.00 hrs.	310.00
11/29/2011	DJ	Research the status of Pony Express, LLC and e-mail information to Pej and John.	0.25 hrs.	77.50
11/29/2011	DJ	Research title exception 42 relating to the Boyne Agreements and e-mail agreements to John and Pej.	0.50 hrs.	155.00
11/29/2011	DJ	E-mail from Russ McElyea regarding Saddle Ridge Claims and reply.	0.75 hrs.	232.50
11/29/2011	DJ	E-mail to Russ McElyea regarding conference call with Madison County over development rights.	0.25 hrs.	77.50
11/29/2011	JTJ	Review and reply to (20+) emails from Tom B, Brian B, Pej, counsel for Moonlight and Poole, DOR, Atira group, et al, re liquor arrangements, Atira's involvement and TOA for all three licenses.	2.70 hrs.	837.00
11/29/2011	JTJ	Services re Concession Agreements for Six Shooter, Ardvaark and JVLP including TOA timing, cooperation of Poole/Lilly and revisions to structure.	3.10 hrs.	961.00
11/29/2011	WAF	Conference call with Buffa and Berry re employment plans (.5); review employment	1.00 hrs.	310.00

issues for call (.2); conference call on
employment issues (.3).

11/29/2011	KJB	Begin drafting LLC formation documents.	0.40 hrs.	72.00
11/29/2011	CTS	Review various contracts for existing beverage license entities to determine the addresses from which the licenses are operated.	0.60 hrs.	90.00
11/29/2011	CTS	Phone call with Tricia Elpel (paralegal at Dorsey & Whitney) re: questions following conference call between John Jones, Jack Manning and me.	0.50 hrs.	75.00
11/29/2011	CTS	Emails with Lehman and Weil re: deadline to get beverage license documents signed by Poole and Anderson.	0.30 hrs.	45.00
11/29/2011	CTS	Email to Mike Lilly with all documents that need to be signed by Poole and Anderson.	0.30 hrs.	45.00
11/29/2011	CTS	Emails with John Jones and Jack Manning re: closing date and Jack's questions on transferring the beverage licenses.	0.30 hrs.	45.00
11/29/2011	CTS	Emails in our office and between our office and Jack Manning re: who will be doing what with respect to transferring the beverage licenses.	0.60 hrs.	90.00
11/30/2011	DJ	Emails from Russ McElyea and Andy Patten on the Timbers rejection claim; call to John Nastasi and e-mails to Lehman.	0.50 hrs.	155.00
11/30/2011	JTJ	(15) Emails reviewed/replied re Poole Agreements, liquor licenses and December 9 resort opening	1.90 hrs.	589.00
11/30/2011	JTJ	Legal services re final concession agreements, liquor transfers to Atira entities and related services.	3.90 hrs.	1,209.00
11/30/2011	JTJ	(16) Emails to and from Pej re licenses, insider contracts, from Tom B and Brian B re same and from Mike Lilly/Patten/et al re "cooperation" deadline, extensions and other matters relevant to transfer of licenses and Atira.	2.20 hrs.	682.00
11/30/2011	TES	Review materials regarding Development Rights.	1.00 hrs.	275.00
11/30/2011	TES	Attend conference call regarding Development Rights with Doug James, Pejman Razavilar and John Butenas.	0.50 hrs.	137.50
11/30/2011	KJB	Draft Articles and Operating Agreement for Moonlight Basin LL-I, LLC	3.60 hrs.	648.00
11/30/2011	CTS	Draft amendments to concession agreement, management agreement and lease between Six Shooter, LLC and Moonlight Golf, LLC.	2.00 hrs.	300.00
11/30/2011	CTS	Draft letter agreement between LBHI and Tim	0.40 hrs.	60.00

Anderson / Six Shooter LLC allowing LBHI to be a 3rd party beneficiary to concession agreement between Six Shooter and Moonlight Golf.

11/30/2011	CTS	Emails to John, Doug, Katie, Lehman and Weil re: documents related to Six Shooter contracts.	0.40 hrs.	60.00
11/30/2011	CTS	Email to Mike Lilly re: Six Shooter documents.	0.20 hrs.	30.00
11/30/2011	CTS	Email to Tricia Elpel at Dorsey & Whitney re: who will be forming the LLCs and the types of licenses each of the LLCs have.	0.40 hrs.	60.00
11/30/2011	BOM	Email communications with D. James and B. Andersen re explosives permit application.	0.20 hrs.	32.00

Total Professional Services

\$61,342.00

EXPENSES

11/15/2011	Westlaw - Computer Research - October	54.28
11/30/2011	Photocopies	149.40

Total Expenses

\$203.68

BILLING SUMMARY

Forsythe, W. A.	0.30 hrs @	0.00 =	\$0.00
Forsythe, W. A.	11.20 hrs @	310.00 =	\$3,472.00
James, Doug	1.00 hrs @	0.00 =	\$0.00
James, Doug	54.60 hrs @	310.00 =	\$16,678.00
Smith, Thomas E.	22.00 hrs @	275.00 =	\$6,050.00
Jones, John T.	0.70 hrs @	0.00 =	\$0.00
Jones, John T.	64.60 hrs @	310.00 =	\$20,026.00
Bell, Katie J.	34.50 hrs @	180.00 =	\$5,890.00
Sweeney, Christopher T	0.70 hrs @	0.00 =	\$0.00
Sweeney, Christopher T	26.80 hrs @	150.00 =	\$4,020.00
Marty, Brian O.	17.60 hrs @	160.00 =	\$2,816.00
Ball, Afton E	11.30 hrs @	150.00 =	\$1,695.00
Struss, Luanne J.	3.30 hrs @	130.00 =	\$429.00
Boyer, Kristine B	1.90 hrs @	140.00 =	\$266.00

Total Professional Services

250.50 hrs

\$61,342.00

Total Expenses

\$203.68

Total balance now due

\$61,545.68

MOULTONBELLINGHAM_{PC}

December 31, 2011

27 North 27th Street, Suite 1900
P. O. Box 2559
Billings, Montana 59103-2559

Tax I.D. 81-0387111

LAMCO LLC
1271 AVENUE OF THE AMERICAS
38TH FLOOR
NEW YORK, NY 10020

Invoice# 97637 DJ
Billing through 12/31/2011

**MoonLight Basin Ranch Limited Partnership
(KK/FO)**

Our file# 016173 00001

PROFESSIONAL SERVICES

12/01/2011	DJ	Review title commitment; e-mail from John regarding Pony Express title exception; e-mail to Jerry Wine at the title company regarding closing and removing title exception 20; e-mail to Team regarding the golf lease.	0.50 hrs.	155.00
12/01/2011	DJ	E-mail to Russ McElyea regarding the SIAs with Madison County.	0.10 hrs.	31.00
12/01/2011	DJ	E-mail from John B and e-mail to American Land title regarding title exceptions; call from Stewart at American Title and return call regarding the closing.	0.50 hrs.	155.00
12/01/2011	DJ	Review multiple e-mails regarding the transfer of the beverage licenses; e-mails from and to Chris Sweeney regarding beverage licenses.	0.50 hrs.	155.00
12/01/2011	DJ	E-mails regarding the transfer of development rights and water rights; e-mails to and from Pej and Steve Brown regarding water rights issues.	0.40 hrs.	124.00
12/01/2011	JTJ	Conference call with Atira reps (Simon and Petrash) and review of transfer application detail sent by Atira and processing of same per DOR rules	1.40 hrs.	434.00
12/01/2011	TES	Review real property issues re title commitment exception 25 and Boyne chairlift agreement; emails from John Butenas, et al., re chairlift and easement;	2.30 hrs.	632.50
12/01/2011	KJB	Draft Operating Agreement and Organizational Resolutions for Moonlight Basin LL-II, LLC.	1.00 hrs.	180.00
12/01/2011	KJB	Drafting lease agreements between liquor license entities and real estate owners.	1.70 hrs.	306.00
12/01/2011	KJB	Drafting concession agreements for new beverage license owners.	1.40 hrs.	252.00

12/01/2011	CTS	Review contracts related to the three beverage license entities to determine whether we have the contracts listed in the settlement agreement schedules.	0.40 hrs.	60.00
12/01/2011	CTS	Review emails regarding Poole's signature on beverage license documents and the closing date.	0.30 hrs.	45.00
12/01/2011	BOM	Continue drafting first application for interim compensation in preparation for filing.	2.80 hrs.	448.00
12/01/2011	BOM	Conference with K. Hoke re time sheets and related exhibits to first application for interim compensation. (N/C)	0.70 hrs.	0.00
12/01/2011	KBB	Request Certified Articles of Dissolution for Pony Express, LLC	0.30 hrs.	42.00
12/02/2011	DJ	Call and e-mail to Andy Patten regarding Timbers claim objeciton; conference call with Russ McElyea, Tom and Brian regarding the Timbers claim.	0.50 hrs.	155.00
12/02/2011	DJ	Review multiple e-mails from John Jones and Chris Sweeney and Pej regarding the beverage licenses and obtaining Poole's signatures to documents.	0.50 hrs.	155.00
12/02/2011	TES	Review emails from Razavilar re assignment of development rights by Moonlight entities and research development rights per Moonlight entity;	1.80 hrs.	495.00
12/02/2011	WAF	Review emails re employment (.2); phone confernece re employment agreements with Buffa and Atria (.5); email to Buffa with suggestions for hiring letter (.5).	1.20 hrs.	372.00
12/02/2011	CTS	Follow up emails and phone calls to Mike Lilly to determine which beverage license documents Poole and Andreson have signed.	0.30 hrs.	45.00
12/02/2011	CTS	Emails with Garrett Simon and Joe Petrash re: personal/criminal history statements and fingerprint cards.	0.40 hrs.	60.00
12/02/2011	BOM	Continue drafting fee application for the eighth and ninth interim fee periods.	2.50 hrs.	400.00
12/03/2011	WAF	Review settlement agreement with Cormany and Poole (.4); email to Buffa re agreements (.3); review Atria's proposed changes to standard employment contract and comment to Atria and Buffa (1.3).	2.00 hrs.	620.00
12/04/2011	DJ	E-mail to Pete Knapp at Sanderson Stewart about an ALTA survey of the resort or a portion of the resort; e-mail from Pej and Brian	0.50 hrs.	155.00

		regarding the notice of excluded assets and e-mails to and from Pej regarding the same.		
12/04/2011	DJ	E-mail to John Jones and Chris Sweeney regarding beverage contacts and assumed contracts; review e-mail from Brian Barry regarding contracts and reply; e-mail to Pej regarding closing instructions to the title company.	0.50 hrs.	155.00
12/04/2011	JTJ	Legal services on all beverage transfer/assignment/operations documents for Six Shooter, Ardvaark and JVLP, including diagram for Pej and Tom B for Closing, and work on Atira structure and issues (services 12/3 and 12/4)	6.60 hrs.	2,046.00
12/05/2011	DJ	Telephone conference with Pej, Alex, and John B regarding schedule 1 and closing task list.	1.10 hrs.	341.00
12/05/2011	DJ	Review multiple e-mails from John Jones, Pej, Brian Barry, Tom Smith, and Steve Brown regarding closing issues.	0.50 hrs.	155.00
12/05/2011	DJ	Office conference regarding the status of the closing issues and beverage licenses; review materials on explosives permits and e-mail to Pej and Alex. (N/C)	0.50 hrs.	0.00
12/05/2011	DJ	Review fee applications submitted by Patten as debtors' counsel.	0.40 hrs.	124.00
12/05/2011	DJ	Review fee applications submitted by Dorie Refling and Chuck Graden.	0.30 hrs.	93.00
12/05/2011	DJ	Review fee applications submitted by Browning Kaleczyc. (N/C)	0.40 hrs.	0.00
12/05/2011	DJ	Review fee applications submitted by Sandra Barrows and Steven Hall (N/C).	0.10 hrs.	0.00
12/05/2011	DJ	Multiple e-mails from John Jones, Chris Sweeney and Brian Marty, and Steve Brown regarding beverage licenses and water rights. (N/C)	0.50 hrs.	0.00
12/05/2011	JTJ	(19+) Emails from/to Pej R, Tom B, Brian, Russ McElyea, M Lilly and MT DOR re Concession Agreement arrangements at Moonlight, TOA and final approval matters	2.70 hrs.	837.00
12/05/2011	JTJ	(7) Telephone calls with Pej, Tom B and DOR agent re 'review of Concession' structures and approvals	1.90 hrs.	589.00
12/05/2011	JTJ	Followup on and updates to agreement lists for final Closing checklist, services per Checklist and various legal services and consult on all (3) license sites at Moonlight	3.70 hrs.	1,147.00

12/05/2011	TES	Review materials from Steve Brown re water rights transfer from Moonlight entities to Lehman with focus on Treeline Springs and Braxton;	3.20 hrs.	880.00
12/05/2011	CTS	Emails with Department of Revenue re: whether the three beverage licenses allow gaming.	0.30 hrs.	45.00
12/05/2011	CTS	Emails with Lehman and Wiel re: documents related to beverage licenses signed by Poole and Anderson.	0.50 hrs.	75.00
12/05/2011	CTS	Receipt of preliminary information from Garrett Simon re: beverage license applications.	0.40 hrs.	60.00
12/05/2011	CTS	Email with Trivia Elpel (paralegal at Dorsey & Whitney) re: gaming associated with beverage licenses and who is forming the new LLCs. (N/C)	0.30 hrs.	0.00
12/05/2011	CTS	Receipt of signed beverage license documents from Mike Lilly. (N/C)	0.40 hrs.	0.00
12/05/2011	CTS	Create list of documents needed to be executed at closing with respect to beverage licenses.	0.50 hrs.	75.00
12/05/2011	CTS	Review list of assets sent by Alex Liroff to identify which assets won't be transferred at closing.	0.70 hrs.	105.00
12/05/2011	BOM	Telephone conference with B. Andersen at ATF re explosives permit.	0.20 hrs.	32.00
12/05/2011	BOM	Review charts inserted as exhibits into fee application. (N/C)	0.30 hrs.	0.00
12/06/2011	DJ	Weekly telephone conference with Weil regarding the status of closing and open task issues and beverage license issues.	0.50 hrs.	155.00
12/06/2011	DJ	Call to Pej regarding water rights call; e-mails from Weil team regarding open issues and beverage licenses; follow up on explosives permit.	0.50 hrs.	155.00
12/06/2011	DJ	Call to Sanderson Stewart regarding a proposal on a survey of the Moonlight Basin Resort and survey options.	0.20 hrs.	62.00
12/06/2011	DJ	Call to Sanderson Stewart regarding survey proposal and e-mail comments to Lehman and Weil; call to Jerry Wine at the title company regarding a marked up commitment and the Lodge Parcel; e-mail to Russ McElyea regarding the Lodge Parcel and the condo units.	0.50 hrs.	155.00
12/06/2011	DJ	Prepare for and participate in conference with Weil and Brian Barry regarding the transfer of interests to new entities.	1.00 hrs.	310.00
12/06/2011	DJ	Prepare for and participate in conference call	0.75 hrs.	232.50

with Pej, Tom Smith and Steve Brown to discuss the transfer and documentation of water rights associated with Moonlight Basin, Moonlight Golf, and Treeline Springs.

12/06/2011	DJ	E-mails from Andy Patten regarding American Bank and forward to Weil; e-mails regarding the indemnification agreement for the explosives permit and e-mail to Pej at Weil.	0.40 hrs.	124.00
12/06/2011	DJ	Review and revise motion for approval of fees.	1.00 hrs.	0.00
12/06/2011	JTJ	(5) Telephone calls with with MT DOR re required approvals of Concession Agreement 'pre-closing', anticipated applications from Atira at Closing and post-closing TOA structures	2.90 hrs.	899.00
12/06/2011	JTJ	Multiple legal services to Lehman re structures and approvals to allow controlled beverages at 12/9/11 opening of ski resort.	2.80 hrs.	868.00
12/06/2011	JTJ	Regulatory consult and overall license ownership structures pre-close and post-close (services 12/3 and 12/6).	2.10 hrs.	651.00
12/06/2011	TES	Attend conference call regarding Water Rights with Steve Brown, Rasavilar, James, et al.	0.60 hrs.	165.00
12/06/2011	WAF	Review comment on offer letter, employment contract.	1.10 hrs.	341.00
12/06/2011	KJB	Review correspondence from Pej re updated liquor license document list.	0.40 hrs.	72.00
12/06/2011	CTS	Emails with the Department of Revenue about documents signed by Poole and Anderson (concession agreements, leases, etc.) and when they will be approved by the DOR.	0.80 hrs.	120.00
12/06/2011	BOM	Continue drafting first fee application for the eighth and ninth interim compensation periods.	2.70 hrs.	432.00
12/06/2011	BOM	Telephone conference with B. Andersen at ATF re explosives permit; email communications with B. Anderson and D. James re same.	0.20 hrs.	32.00
12/07/2011	DAP	Conference with Doug James regarding electronic version of Alpenglow organizational documents (.2).	0.20 hrs.	50.00
12/07/2011	DJ	Work on pre-filed testimony for PSC application and review management agreement in connection therewith..	0.75 hrs.	232.50
12/07/2011	DJ	Review status of explosives permit and e-mail good news to Lehman, Weil, and Moonlight regarding continued operations under the existing permit.	0.50 hrs.	155.00
12/07/2011	DJ	E-mails from Pej and Steve Brown on issues	0.10 hrs.	31.00

		relating to water rights.		
12/07/2011	DJ	Office conference regarding employment issues; e-mail from Pej on employment contracts and reply; e-mail from Pej regarding employment issues and contracts for closing.	0.25 hrs.	77.50
12/07/2011	DJ	Call from Andy Patten regarding the Timbers claim objection and the Examiner's invoice; e-mail to Moonlight and Weil regarding payment of the examiner.	0.50 hrs.	155.00
12/07/2011	DJ	Call and e-mail from Patten regarding examiners fees and forward to Lehman; reply from Lehman and e-mail to Patten.	0.30 hrs.	93.00
12/07/2011	DJ	Prepare for and participate in conference call with Lehman, Weil and Moonlight regarding assignments and task lists related to closing.	0.80 hrs.	248.00
12/07/2011	DJ	E-mail from Diane Kaatz, clerk for the state district court regarding case status; forward Kaatz e-mail to team and draft reply.	0.75 hrs.	232.50
12/07/2011	DJ	Prepare for and participate in conference call with Lehman, Moonlight, Andy Patten, and Weil regarding closing tasks and the transfer of assets.	0.60 hrs.	186.00
12/07/2011	DJ	Call to Andy Patten regarding state district court notice; messages from Patten; call from Kyle regarding Plan Administrator budget; e-mails from Lehman	0.50 hrs.	155.00
12/07/2011	DJ	Call from Alex and Pej regarding notice to assumed contract holders and related issues. (N/C)	0.10 hrs.	0.00
12/07/2011	DJ	Review e-mails regarding beverage licenses and new agreements; office conference regarding the same and the status of existing beverage contracts and proposed treatment at closing.	0.50 hrs.	155.00
12/07/2011	DJ	Office conference on beverage licenses, transfer issues related to closing and related issues.	0.30 hrs.	93.00
12/07/2011	DJ	E-mails from and to Alex regarding the explosives permits and documentation for closing.	0.70 hrs.	217.00
12/07/2011	DJ	E-mail from and to Pej regarding Alpenglow and documentation for closing.	0.50 hrs.	155.00
12/07/2011	DJ	Letter from Kellie Morton regarding dismissal of the state court foreclosure action; review dismissal documents for closing for the state court foreclosure action and the bankruptcy adversary action; e-mail to Jerry Wine at American Title regarding documents needed for	0.50 hrs.	155.00

		closing.		
12/07/2011	DJ	Work on affidavit for Tom Buffa in support of the application for the transfer of the Treeline Springs assets.	0.90 hrs.	279.00
12/07/2011	DJ	E-mail from Lehman for documentation relating to Sagebrush Management and reply.	0.60 hrs.	186.00
12/07/2011	DJ	Review Frontier Stone change in terms agreement; e-mail from Patten; e-mail from Pej; reply to Patten.	0.30 hrs.	93.00
12/07/2011	JTJ	Prep for weekly call by reviewing current liquor LLC structures and documents and emails from Weil/Lehman/Atira	1.70 hrs.	527.00
12/07/2011	JTJ	Weekly conference call on all Moonlight closing matters and follow up on liquor questions	3.10 hrs.	961.00
12/07/2011	WAF	Call from Buffa re deal with severed employee.	0.40 hrs.	124.00
12/07/2011	KJB	Conference with Doug, John, and Chris re contracts.	0.30 hrs.	54.00
12/07/2011	WAF	Revise agreement for severed employee.	0.40 hrs.	124.00
12/07/2011	KJB	Review correspondence re liquor license documents and strategy.	1.00 hrs.	180.00
12/07/2011	KJB	Finalize Articles of Organization and formation documents for new liquor license entities and correspondence to Garrett Simon and Joe Petrash re signatures.	1.50 hrs.	270.00
12/07/2011	KJB	Draft Concession Agreement for new Atira entity (Six Shooter location).	0.60 hrs.	108.00
12/07/2011	CTS	Phone call with tanya Stelzer at the Department of Revenue re: can we have multiple concession agreements in one document and whether we can operate the three beverage licenses on December 9th.	0.80 hrs.	120.00
12/07/2011	CTS	Emails with Tanya Selzer at the Department of Revenue re: multiple concession agreements in one document and conference with Katie Bell re: the same.	0.40 hrs.	60.00
12/07/2011	CTS	Emails with John Jones and Pej re: checklist of closing items for beverage licenses.	1.10 hrs.	165.00
12/07/2011	CTS	Emails with John Jones re: which agreements will be assigned to new beverage license entities.	0.30 hrs.	45.00
12/07/2011	CTS	Emails on "Plan B" should the JVLP concession agreement not be approved by December 9th.	0.30 hrs.	45.00
12/07/2011	CTS	Emails with Brian Barry re: word version of LBHI/Aardvark letter agreement.	0.20 hrs.	30.00

Invoice# 97637 Page 8

12/07/2011	CTS	Meeting with John, Doug and Katie re: which beverage license documents will be assigned and time line through closing of beverage license documents.	0.80 hrs.	120.00
12/07/2011	CTS	Review of Moonlight Basin closing checklist sent by Doug James. (N/C)	0.30 hrs.	0.00
12/07/2011	CTS	Create outline of current information on hand for beverage license applications.	0.30 hrs.	45.00
12/07/2011	BOM	Email communications with B. Andersen at ATF re explosives permit application.	0.20 hrs.	32.00
12/07/2011	BOM	Email communications with D. James re explosives permit application and related documents for closing book.	0.20 hrs.	32.00
12/07/2011	BOM	Continue drafting first application for interim compensation, including compiling exhibits, summarizing fees and expenses, etc.	3.70 hrs.	592.00
12/08/2011	DJ	E-mail from Tom Buffa regarding conference call with Madison County officials on real estate development issues;	0.40 hrs.	124.00
12/08/2011	DJ	Multiple e-mails from Pej and Andy Patten regarding Frontier Stone and American Bank; call to Andy Patten.	0.30 hrs.	93.00
12/08/2011	DJ	Multiple e-mails from Moonlight and Weil regarding the conference call with Madison County later today over development rights and assignments.	0.25 hrs.	77.50
12/08/2011	DJ	Call to Andy Patten and conference call with Mike Lilly regarding case status and closing; e-mail from Mike Lilly and e-mail to Lehman, Weil, and our team regarding Lilly and Poole's availability.	0.50 hrs.	155.00
12/08/2011	DJ	E-mail from Russ McElyea regarding Madison County agenda; call to Pej regarding the Madison County matter; conference call with Madison County Planning Department regarding the assignment of development rights.	0.50 hrs.	155.00
12/08/2011	DJ	E-mail from Kevin Germain regarding Madison County; e-mail to Lehman and Weil regarding Madison County; e-mails to and from John B and Pej R regarding assignment of development rights issues.	0.50 hrs.	155.00
12/08/2011	DJ	Research Pony Express Easement exception on the title commitment and draft letter to Title Company requesting that exception be removed because of the merger of title between the Grantor and Grantee.	0.75 hrs.	232.50

12/08/2011	DJ	E-mail from and to American Land Title regarding release documents; revise mortgage release and e-mail to Tom Buffa; draft release of Lis Pendens and amended Lis Pendens.	0.50 hrs.	155.00
12/08/2011	DJ	E-mails from John B and Pej regarding conference call with Madison County and assignment of duties; e-mail to Russ McElyea and Andy Patten regarding tasks with respect to Madison County assignments.	0.50 hrs.	155.00
12/08/2011	DJ	Work on Treeline Springs application and pre-filed testimony and e-mail to Weil for comment.	0.90 hrs.	279.00
12/08/2011	DJ	E-mail from Tom Buffa regarding interest on the golf members deposits and reply. (N/C)	0.20 hrs.	0.00
12/08/2011	DJ	E-mail to Jerry Wine at American Title regarding removing the Pony Express title exception.	0.10 hrs.	31.00
12/08/2011	DJ	Revise release of lis pendens and e-mail to Jerry Wine at American Title.	0.20 hrs.	62.00
12/08/2011	DJ	Call from Lisa Bannock regarding the HOA assessments against Saddle Ridge HOA; e-mail to Lehman.	0.30 hrs.	93.00
12/08/2011	TES	Work on draft Application/Petition for Treeline Springs' assets transfer to MB Water & Sewer;	2.90 hrs.	797.50
12/08/2011	KJB	Correspondence to Pej re entity names.	0.40 hrs.	72.00
12/08/2011	KJB	Revise concession agreements re term.	0.40 hrs.	72.00
12/08/2011	CTS	Create flow charts of the different stages of beverage license transfer from the present time through issues of temporary operating authority, with explanations of each step.	3.00 hrs.	450.00
12/08/2011	CTS	Review concession agreement for Aardvark for term language for purposes of incorporating that language into new concession agreements.	0.20 hrs.	30.00
12/08/2011	CTS	Email to Mike Lilly re: temporary operating authority pages of beverage license applications to be signed by Poole and Anderson.	0.40 hrs.	60.00
12/08/2011	BOM	Finalize first draft of first application for interim compensation in preparation for filing.	2.10 hrs.	336.00
12/09/2011	DJ	Call from Andy Patten regarding status and motion to confirm amounts to be paid to golf members from escrow.	0.20 hrs.	62.00
12/09/2011	DJ	Conference call with Lehman, Moonlight and Pej regarding assignment of contract rights and transferees for real and personal property.	2.10 hrs.	651.00
12/09/2011	DJ	Review outline and memo regarding the proposed transfer of beverage licenses, related	0.50 hrs.	155.00

		concession agreements, etc.		
12/09/2011	DJ	E-mails to John Jones regarding the transfer of personal property associated with the beverage operations; e-mail to Andy Patten regarding handling accounts receivable post closing.	0.20 hrs.	62.00
12/09/2011	DJ	Work on fee application for the ninth interim period. (N/C)	1.10 hrs.	0.00
12/09/2011	DJ	E-mail to Steve Brown with water rights question.	0.10 hrs.	31.00
12/09/2011	DJ	E-mail to Sanderson Stewart regarding their survey proposal; call from Will Ralph regarding survey proposal.	0.10 hrs.	31.00
12/09/2011	DJ	E-mail from and to Steve Brown regarding the Braxton water rights and who should hold the water rights.	0.10 hrs.	31.00
12/09/2011	DJ	E-mail from Pej regarding a ground lease for the ski hill and reply regarding an abstract of the lease.	0.10 hrs.	31.00
12/09/2011	DJ	Returned call to Pej regarding closing checklists and e-mail to John Jones and Chris Sweeney.	0.25 hrs.	77.50
12/09/2011	DJ	Research illegal subdivisions in Montana caused by leases and e-mail to Lehman and Weil regarding possible lease of the ski hill and golf course.	0.90 hrs.	279.00
12/09/2011	KJB	Review correspondence re liquor license.	0.30 hrs.	54.00
12/09/2011	KJB	Review flowchart re license operations.	0.30 hrs.	54.00
12/09/2011	BOM	Continue drafting first application for interim compensation.	1.40 hrs.	224.00
12/10/2011	CTS	Revision to beverage license chart to show process of assigning concession agreements and to indicate that the lease between Moonlight Lodge and Lone Mountain Food & Beverage will not exist.	0.50 hrs.	75.00
12/11/2011	DJ	E-mail from Pej regarding software licenses and reply; e-mail from Pej regarding revised management agreement with Atira; e-mail to John Jones and Tom Smith regarding the status of the Atira management agreement.	0.50 hrs.	155.00
12/11/2011	DJ	E-mails from Steve Brown and Pej regarding the Braxton water rights agreement and the Montana PSC regarding ownership of water rights and PSC rate approvals; e-mail to Tom Smith regarding PSC issues with respect to Treeline Springs.	0.50 hrs.	155.00
12/11/2011	DJ	E-mail from Tom Buffa regarding corrected	0.10 hrs.	31.00

mortgage release and e-mail to Jerry Wine at American Title.

12/11/2011	DJ	E-mail from Patten regarding tail insurance coverage and review quote; e-mail to Lehman and Weil regarding insurance and diligence issues.	0.30 hrs.	93.00
12/11/2011	DJ	E-mail from Trisha Peterman regarding employment issues and e-mail from Steve M. at Weil; e-mail to and from Steve M.	0.25 hrs.	77.50
12/11/2011	DJ	Review revised management agreement and e-mail to Pej and Alex regarding local issues with the Lee Metcalf Wilderness and local development concerns.	0.75 hrs.	232.50
12/11/2011	DJ	E-mails from Russ McElyea and Moonlight regarding revisions to the assignments of the SIA ageements for Cowboy Heaven; revise first assignment per Madison County's request.	0.40 hrs.	124.00
12/11/2011	DJ	Review and revise SIA assignments and terminations per e-mails from Moonlight and compare to title commitment.	1.00 hrs.	310.00
12/11/2011	DJ	E-mail to Jerry Wine at American Title regarding the assignment and termination of the SIAs; e-mail to Russ McElyea regarding the terminations.	0.25 hrs.	77.50
12/12/2011	DJ	Review multiple e-mails from Pej and Brian; review Montana's subdivision and platting act and reply with summary of Montana law on exemptions for leases from the survey and platting requirements of the law.	0.50 hrs.	155.00
12/12/2011	DJ	E-mail to Russ McElyea regarding subdivision issues with Moonlight and exemptions for leases; e-mail from John B and Pej regarding subdivision and lease options and reply.	0.50 hrs.	155.00
12/12/2011	DJ	Call to Kyle O. regarding the Thomas Buffa affidavit for the PSC; office conference on ring fencing measures for the PSC.	0.50 hrs.	155.00
12/12/2011	DJ	E-mails to and from Jerry Wine at American Title regarding the SIAs and the easement for the Pony Express Sky Lift and easement.	0.50 hrs.	155.00
12/12/2011	DJ	E-mails from Russ at Moonlight regarding the SIAs and e-mail from Jerry Wine; revise and e-mail SIAs to Moonlight and Weil.	0.75 hrs.	232.50
12/12/2011	DJ	E-mail from Steve Brown on water rights; conference call with Steve Brown and Pej on water rights.	0.50 hrs.	155.00
12/12/2011	DJ	E-mail from Pej regarding the golf lease; review	0.75 hrs.	232.50

and forward the Golf Lease and court orders to Pej and Weil.

12/12/2011	DJ	Call from Andy Patten regarding objections to the Timbers claim and the golf motion; e-mail to Ronit regarding the Timbers claim.	0.40 hrs.	124.00
12/12/2011	DJ	E-mail from Alex regarding deeds; review proposed deeds and e-mail suggested revised language.	0.50 hrs.	155.00
12/12/2011	DJ	E-mail from Andy Patten regarding corporate minutes and e-mail to Pej and Alex.	0.20 hrs.	62.00
12/12/2011	DJ	Office conference with John Jones and Chris Sweeney regarding the transfer of personal property assets to Resort Opps and the agreements necessary for the continued operations of the beverage licenses post closing and post transfer of the licenses.	0.30 hrs.	93.00
12/12/2011	DJ	E-mail from Pej regarding fixture and Montana law issue; reply and office conference on legal research on issues.	0.50 hrs.	155.00
12/12/2011	TES	Review leases re golf course and ski area of Moonlight re impact of subdivision and platting act liability;	2.60 hrs.	715.00
12/12/2011	TES	Review Water Rights materials from Steve Brown including spreadsheet of water rights and conveyance forms;	1.60 hrs.	440.00
12/12/2011	CTS	Emails with Garrett Simon re: fingerprint cards for beverage license applications.	0.30 hrs.	45.00
12/12/2011	CTS	Draft letter to Garnett Simon re: fingerprint cards for beverage license applications.	0.20 hrs.	30.00
12/12/2011	CTS	Emails with Pej re: documents related to beverage licenses for omnibus closing list.	0.50 hrs.	75.00
12/12/2011	CTS	Receipt of Temporary Operating Authority pages of beverage license applications signed by Poole and Anderson; email to Lehman and Weil re: the same.	0.30 hrs.	45.00
12/12/2011	CTS	Review flow chart of beverage license documents based upon emails from Pej.	0.40 hrs.	60.00
12/12/2011	BOM	Make revisions to, finalize, and file with Weil first interim compensation application.	2.60 hrs.	416.00
12/12/2011	BOM	Email communications with C. Arthur at Weil re filing compensation application.	0.20 hrs.	32.00
12/12/2011	BOM	Revise indemnification agreement relating to responsible persons on explosives permit application.	0.70 hrs.	112.00
12/13/2011	DJ	Telephone conference with Weil regarding the	0.50 hrs.	155.00

		status of closing and task list.		
12/13/2011	DJ	Work on revising deeds and realty transfer certificates for closing.	0.75 hrs.	232.50
12/13/2011	JTJ	Prep for weekly call with entire group on all issues, including Atira LLC entities, DOR approvals etc	2.90 hrs.	899.00
12/13/2011	JTJ	Conference call with group (Moonlight, Weil, Lehman) on sale and closing issues, Atira management issues, liquor compliance, employees etc (N/C)	1.90 hrs.	0.00
12/13/2011	JTJ	Continue restructuring of diagrams/memos/checklists for the three (3) liquor license operations currently, post-closing to TOA and post-TOA	4.10 hrs.	1,271.00
12/13/2011	KJB	Prepare correspondence re formation of Atira entities.	0.90 hrs.	162.00
12/13/2011	CTS	Emails with Pej and John re: beverage license closing documents.	0.50 hrs.	75.00
12/13/2011	CTS	Review file for EINs of new Lehman entities; email to Russ McElYea re: EINs for existing Moonlight Basin entities.	1.20 hrs.	180.00
12/13/2011	CTS	Create list of documents (leases, concession agreements, etc.) related to beverage licenses that exist now or will be signed at or after closing; compile related documents we already have. (N/C)	1.80 hrs.	0.00
12/13/2011	BOM	Email correspondence with B. Frayle re explosives permit application materials.	0.20 hrs.	32.00
12/13/2011	BOM	Research issue regarding when personal property becomes legally affixed to real property under Montana law in preparation for closing.	1.80 hrs.	288.00
12/13/2011	KBB	Work on UCC question regarding Madison Investment Trust	0.40 hrs.	56.00
12/14/2011	DJ	E-mail from Mike Lilly regarding schedule and e-mail to team; call to Pej; review status of explosives permit in connection with the closing checklist; office conference regarding the explosives permit.	0.50 hrs.	155.00
12/14/2011	DJ	Conference call with Pej regarding closing and issues with the management agreement with Atira; office conference regarding liability issues and proposed language.	0.50 hrs.	155.00
12/14/2011	DJ	Weekly conference call with Lehman and Weil over closing task list and status.	0.50 hrs.	155.00
12/14/2011	DJ	Review decision from the PSC on water	0.50 hrs.	155.00

company transfers; e-mail to Pej and Weil on PSC decision; work on Tom Buffa affidavit; review multiple e-mails from team on water rights, employee benefits, and contract rights and reply.

12/14/2011	JTJ	Answer (15+) emails from Pej R, Tom B, Brian B et al re changes to liquor license ownerships, operations under Concession Agreements, and new Atira LLCs	2.75 hrs.	852.50
12/14/2011	JTJ	Prep for and participate in weekly call with Lehman and Weil group	1.40 hrs.	434.00
12/14/2011	CTS	Email with Garrett Simon re: fingerprint cards for beverage license applications.	0.20 hrs.	30.00
12/14/2011	CTS	Internal emails re which entity will operate the beverage licenses and which entity will own personal and real property associated with the beverage licenses.	0.40 hrs.	60.00
12/14/2011	BOM	Telephone conference with B. Andersen at ATF re fingerprint cards for explosives permit; email communication with D. James re same.	0.30 hrs.	48.00
12/15/2011	DAP	Reviewed email message regarding voting requirements under Montana law for Board of Directors of nonprofit corporation.	0.10 hrs.	25.00
12/15/2011	DAP	Reviewed Montana Nonprofit Corporation Act and Bylaws for Alpenglw.	0.30 hrs.	75.00
12/15/2011	DAP	Worked on email message to John Butenas regarding the same.	0.30 hrs.	75.00
12/15/2011	DJ	Review e-mails from Pej and return his call regarding assignment of contract rights; e-mails regarding Atira and beverage licenses.	0.50 hrs.	155.00
12/15/2011	DJ	Review e-mails on closing date; call to Mike Lilly; call from Andy Patten and e-mail to team.	0.50 hrs.	155.00
12/15/2011	DJ	Review research on fixtures issue and do additional research on Montana law; e-mail to Pej regarding fixtures and local law and his response.	0.75 hrs.	232.50
12/15/2011	DJ	Review e-mails on Alpenglw and reply; review e-mails on beverage license and office conference on transfers, list of closing documents and structure chart for beverage closing.	0.50 hrs.	155.00
12/15/2011	DJ	Review e-mails on explosives permit and status; office conference on refiling documents for new explosives permit after ATF lost the applicaiton materials; e-mails from John Jones regarding the structure of the beverage licenses.	0.50 hrs.	155.00

12/15/2011	DJ	Review multiple e-mails from Andy Patten regarding UCC searches for closing and e-mail to Weil.	0.60 hrs.	186.00
12/15/2011	JTJ	(11) Emails with Pej, Brian B and John N re how to transfer license, leases, assignments of underlying Concession arrangements and other LLC and Montana law issues.	3.30 hrs.	1,023.00
12/15/2011	JTJ	Conference call with Weil (Pej, Alex L) and Lehman (Tom and Brian) re new arrangements for liquor transfers, management and final operations	1.40 hrs.	434.00
12/15/2011	JTJ	Assist Chris Sweeney with structure diagrams for liquor operations using current entities, Lehman entities and Atira entities	3.90 hrs.	1,209.00
12/15/2011	CTS	Phone call with John, Pej and Alex re: documents related to beverage licenses and classification of those documents.	0.60 hrs.	90.00
12/15/2011	CTS	Review Bills of Sale and Assignment documents related to beverage licenses and property used with beverage licenses.	1.60 hrs.	240.00
12/15/2011	CTS	Phone calls and email with the Department of Revenue re: approval of concession agreements between JVLP and Lone Mountain Food & Beverage.	0.30 hrs.	45.00
12/15/2011	BOM	Review docket for deadline for objection to first application for interim compensation.	0.60 hrs.	96.00
12/16/2011	DJ	Call from Andy Patten regarding American Bank matter; e-mails from Andy Patten and Pej regarding the American Bank matter.	0.50 hrs.	155.00
12/16/2011	DJ	E-mail from Patten regarding corporate resolutions for closing; e-mail to Weil regarding status and e-mail back to Patten; e-mail from Chris and John regarding issues related to the transfer of the beverage licenses.	0.50 hrs.	155.00
12/16/2011	DJ	Office conference regarding the Treeline Springs transfer application; e-mail to Tom Smith regarding the Tom Buffa affidavit.	0.25 hrs.	77.50
12/16/2011	DJ	E-mails from Pej and Alex regarding water rights and closing documents; reply regarding water rights issues; e-mail to Tom Smith regarding Treeline Springs PSC application and Thomas Buffa affidavit.	0.50 hrs.	155.00
12/16/2011	TES	Work on Montana Public Service Commission Application/Petition and revisions thereto relating to Treeline Springs' asset transfer to MB Water & Sewer and incorporate Tom Buffa	4.20 hrs.	1,155.00

Affidavit facts therein;

12/16/2011	KJB	Review correspondence re liquor license entities.	0.20 hrs.	36.00
12/16/2011	CTS	Create list of new entities formed by Lehman and Atira. (N/C)	0.40 hrs.	0.00
12/17/2011	DJ	E-mail from Andy Patten regarding American Bank and Moonlight Basin guaranty of Frontier Stone obligations; e-mails from Steve Brown regarding water rights issues and documentation of transfers.	0.50 hrs.	155.00
12/17/2011	DJ	E-mails from Pej and Ronit regarding software licenses and notice; e-mail to Patten and Moonlight regarding notice issues on the softward licenses and on subdivision issues related to the golf course.	0.40 hrs.	124.00
12/17/2011	DJ	Reply to Steve Brown's e-mails on the Braxton water rights and e-mail to Lehman regarding water rights background information.	0.40 hrs.	124.00
12/17/2011	TES	Work on Moonlight water rights and Braxton water rights issue in relation to Treeline Springs asset conveyance to MB Water & Sewer and Steve Brown's emails regarding both.	3.10 hrs.	852.50
12/17/2011	CTS	Revise beverage license structure charge based upon phone call with John Jones and Pej, and email chart and documents to Pej and Alex.	1.20 hrs.	180.00
12/18/2011	DJ	E-mails to and from Pej regarding water rights and the explosives indemnification; review indemnification agreement for proposed changes and e-mail to Pej.	0.50 hrs.	155.00
12/18/2011	DJ	Multiple e-mails from Steve Brown on water rights issues and closing documents related to water rights; e-mail from and to Pej on closing documents.	0.40 hrs.	124.00
12/18/2011	DJ	E-mail from Security Title requesting a partial release of Lis Pendens; reply; e-mail to Lehman and Moonlight regarding partial release; prepare partial release for condo unit A-6 of Building 6.	0.30 hrs.	93.00
12/18/2011	DJ	E-mail from Moonlight regarding the legal description for the Lodge parcel; reply with questions; e-mail Moonlight's comments to the title company for review and comment.	0.25 hrs.	77.50
12/18/2011	DJ	Review Patten e-mail regarding litigation of the Timbers rejection damages claim; office conference regarding litigation; e-mail to Lehman and Weil regarding Patten's proposals; e-mail arbitration decision to Jerry Murphy.	0.50 hrs.	155.00

Date	Initials	Description	Hours	Amount
12/19/2011	DJ	Review e-mail from Pej regarding conference call on beverage licenses and transfer structure.	0.10 hrs.	31.00
12/19/2011	DJ	E-mail from Russ McElyea regarding the golf course and the subdivision and platting act.	0.10 hrs.	31.00
12/19/2011	DJ	Review e-mails from Steve Brown on water rights and reply regarding changes to warranty deeds, greant deeds, and quitclaim deed.	0.80 hrs.	248.00
12/19/2011	DJ	Conference call with Pej, John, Cris, and John B. regarding closing and documentation of transfers.	0.75 hrs.	232.50
12/19/2011	DJ	Review e-mail from Steve Brown and participate in conference call with Steve Brown, John B. Pej, and Alex regarding the transfer of development rights and water rights.	0.70 hrs.	217.00
12/19/2011	DJ	Call from Pej regarding transfer of beverage license; office conference with John Jones on beverage license transfers and assignments.	0.50 hrs.	155.00
12/19/2011	DJ	E-mail from Security Title on condo release; e-mail from Brian on release of condo; letter to Security Title with partial release of Lis Pendens for condo sale.	0.25 hrs.	77.50
12/19/2011	DJ	Call to Andy Patten about closing; e-mail to Russ McElyea regarding closing; e-mail from Brian Barry on closing dates and reply.	0.30 hrs.	93.00
12/19/2011	DJ	Work on warranty deeds, grant deeds, and quitclaim deed for closing and review related RTC documents.	0.80 hrs.	248.00
12/19/2011	JTJ	Prep for conference call with entire group re updates on all issues (liquor, access agreements, Treeline, Atira etc).	1.60 hrs.	496.00
12/19/2011	JTJ	Services re re-structuring of liquor ownership diagrams, entities, agreements (prep of 1st drafts of documents and agreements)	3.30 hrs.	1,023.00
12/19/2011	TES	Review conveyance documents regarding Treeline Springs assets and water rights, as well as Poole agreement to reduce personal water use.	2.70 hrs.	742.50
12/19/2011	KJB	Correspondence with Pej re status.	0.20 hrs.	36.00
12/19/2011	CTS	Preparation for, and participation in, meeting with John Jones, Doug James, Pej, and Alex Liroff re: beverage license contract assignments.	0.80 hrs.	120.00
12/19/2011	CTS	Emails and phone calls with DOR to confirm approval of documents sent to DOR related to beverage licenses (concession agreements, amendments to leases, etc.).	1.20 hrs.	180.00

12/19/2011	CTS	Conference with John Jones re: what we need to provide to Pej with respect to closing documents.	0.30 hrs.	45.00
12/19/2011	CTS	Revise charts and lists of documents to reflect what documents are in place now, what will be in place post-closing and pre-TOA for the licenses, and post-TOA for the licenses.	2.70 hrs.	405.00
12/19/2011	BOM	Review fee committee letters for timeline of objections and dates for resolving fee disputes after submission of interim compensation application.	0.60 hrs.	96.00
12/19/2011	BOM	Email communication with B. Anderson at ATF re fingerprint cards for explosives permit.	0.10 hrs.	16.00
12/20/2011	DJ	Telephone conference with Weil regarding open issues and preparations for closing.	0.70 hrs.	217.00
12/20/2011	DJ	Office conferences with John Jones and Chris Sweeney regarding the transfer of the beverage licenses.	0.50 hrs.	155.00
12/20/2011	DJ	Review e-mails on the transfer of the beverage licenses, related documents and flow charts; e-mail from John to Chris and me regarding the beverage license structure and DOR approvals.	0.50 hrs.	155.00
12/20/2011	DJ	Office conference regarding employment issues and contracts; office conference on revising the explosives indemnification agreement and the beverage indemnification agreement and e-mails relating to the foregoing.	0.50 hrs.	155.00
12/20/2011	DJ	Call to Patten regarding open issues, closing, the budget, and the golf motion; e-mail from Brian regarding the golf motion and reply on status.	0.40 hrs.	124.00
12/20/2011	DJ	Review multiple e-mails from Pej, Katie, John, and Chris on beverage licenses and Atira status; e-mail from and to Pej, Christian, and Brian Barry regarding the golf motion.	0.50 hrs.	155.00
12/20/2011	JTJ	Participate in conference call with Lehman and Weil.	0.90 hrs.	279.00
12/20/2011	JTJ	Review and reply to (16+) emails re liquor issues and structure (services 12/19 and 12/20)	2.70 hrs.	837.00
12/20/2011	JTJ	Complete revisions to Diagrams A, B, C, and agreement "legend" and status list for all liquor operational periods: current, pre-TOA and post-TOA.	3.90 hrs.	1,209.00
12/20/2011	TES	Attend weekly status call for Moonlight.	0.50 hrs.	137.50
12/20/2011	TES	Work on Montana Public Service Commission	4.10 hrs.	1,127.50

Application/Petition re Treeline Springs asset conveyance;

12/20/2011	WAF	Conference with Doug J. re employment issues (.3); review the management agreement with Atria (2.2).	2.50 hrs.	775.00
12/20/2011	KJB	Correspondence to Garrett Simon and Joe Petrash re status of formation documents.	0.30 hrs.	54.00
12/20/2011	CTS	Weekly Lehman conference call with Doug James, Christina Manthei, Pej and Alex Liroff.	0.60 hrs.	90.00
12/20/2011	CTS	Complete diagram of current structure of beverage licenses.	0.60 hrs.	90.00
12/20/2011	CTS	Complete diagram of beverage license structure post-closing but before we receive temporary operating authority for beverage licenses.	4.80 hrs.	720.00
12/20/2011	CTS	Complete diagram of beverage license structure following issuance of temporary operating authority and through final approval of beverage license applications.	2.30 hrs.	345.00
12/20/2011	CTS	Meeting with John Jones re: diagrams of beverage licenses as the currently exist, following closing but before issuance of temporary operating authority, and following issuance of temporary operating authority and through final approval.	0.50 hrs.	75.00
12/20/2011	BOM	Revise draft of indemnification agreement to include jury trial waiver and forum selection clause.	0.40 hrs.	64.00
12/20/2011	KBB	Review and identify "permit" documents regarding Big Sky Roadway	1.20 hrs.	168.00
12/21/2011	DJ	Review e-mails and structure chart on beverage license transfers post closing and post TOA.	0.50 hrs.	155.00
12/21/2011	DJ	Prepare for and participate in conference call with Lehman , Moonlight, and Weil regarding closing issues.	1.00 hrs.	310.00
12/21/2011	DJ	Review Braxton water purchase agreement and conference call on the same with Lehman and Weil and regarding the Frontier Stone/American Bank guaranty.	0.75 hrs.	232.50
12/21/2011	DJ	Review revisions to explosives indemnity agreement and e-mail to Pej; return phone calls to Russ McElyea at Moonlight.	0.50 hrs.	155.00
12/21/2011	DJ	Review the Braxton Agreement and telephone conference with Lehman and Pej regarding closing issues.	0.50 hrs.	155.00
12/21/2011	DJ	Office conference on PSC applicaiton; review	0.50 hrs.	155.00

Date	Initials	Description	Hours	Amount
		multiple e-mail regarding the beverage license transfers and the flow chart.		
12/21/2011	DJ	Revise the deeds and realty transfer certificates to reflect the change of ownership to Resort Opps.	1.20 hrs.	372.00
12/21/2011	DJ	E-mail revised warranty deeds, grant deeds and quitclaim deeds to Steve Brown regarding review of water rights transfers and to Weil regarding closing documents.	0.20 hrs.	62.00
12/21/2011	JTJ	Participate in entire group call on status of numerous matters	1.40 hrs.	434.00
12/21/2011	JTJ	2nd draft of Diagrams A, B, C and revise document legend and review agreements re same	3.70 hrs.	1,147.00
12/21/2011	TES	Attend Lehman conference call re Moonlight status and closing;	0.50 hrs.	137.50
12/21/2011	TES	Review of water rights conveyance documents for Moonlight Basin closing;	3.50 hrs.	962.50
12/21/2011	WAF	Preparation on employment issues for conference call (.4); attend conference call on closing agenda (.8).	1.20 hrs.	372.00
12/21/2011	CTS	Conference call with Moulton Bellingham attorneys, Lehman, Weil, and Moonlight Basin re closing issues and beverage licenses.	0.80 hrs.	120.00
12/21/2011	CTS	Revise diagrams showing structure of beverage licenses from now through final approval of applications.	2.20 hrs.	330.00
12/21/2011	CTS	Work on closing documents and complete list of documents related to the beverage licenses that need to be included in omnibus closing list, indicating which document is complete or pending, and who is responsible for drafting each document.	2.00 hrs.	300.00
12/21/2011	BOM	Email and telephone communications with B. Andersen at ATF re fingerprint cards.	0.20 hrs.	32.00
12/21/2011	BOM	Conference call with Lehman, Moonlight, and Moulton attorneys D. James, C. Sweeney, J. Jones, A. Forsythe, and T. Smith re beverage licenses, org structure, explosives permits, and related issues in preparation for closing.	1.00 hrs.	160.00
12/21/2011	BOM	Revise draft of indemnification agreement for explosives permit to include third party limitation and counsel language.	0.70 hrs.	112.00
12/22/2011	DJ	E-mail draft deeds to Jerry Wine at title company for review; review e-mails on employment	0.40 hrs.	124.00

		agreements and American Bank matter regarding Frontier Stone.		
12/22/2011	DJ	Review e-mail regarding commission on sale to be charged by Atira; call to Pej regarding brokerage registration issue.	0.50 hrs.	155.00
12/22/2011	DJ	Review portions of the Atira management agreement.	0.75 hrs.	232.50
12/22/2011	DJ	E-mails to and from the title company regarding the deeds to the property and the new name of the designated owner.	0.40 hrs.	124.00
12/22/2011	DJ	E-mail from and to Brian regarding closing issues and conference call with Tom, Brian, and Pej regarding the Management Agreement and closing issues relating to the gravel pit.	0.75 hrs.	232.50
12/22/2011	DJ	Office conference regarding employment agreements and issues; office conference regarding broker issue in management agreement.	0.25 hrs.	77.50
12/22/2011	DJ	Returned call to Russ McElyea at Moonlight Basin; e-mail from John B. regarding Jack Creek Road Permits.	0.10 hrs.	31.00
12/22/2011	JTJ	(19+) Emails from Pej, Brian B, Atira counsel and executives, Russ Mc, Montana DOR re liquor, and responses	2.90 hrs.	899.00
12/22/2011	WAF	Review latest employment contract and hourly offer letter and revise (1.4); email explaining changes to all (.4).	1.80 hrs.	558.00
12/22/2011	CTS	Revise beverage license diagrams pursuant to Alex Liroff's suggestions.	0.60 hrs.	90.00
12/22/2011	BOM	Review interim compensation order for deadlines for submitting second application for compensation.	0.20 hrs.	32.00
12/22/2011	AEB	Research re: necessity of real estate license if property manager receives commission % of property sales proceeds	2.60 hrs.	390.00
12/23/2011	DJ	Office conference on Treeline Springs transfer application and review of signature blocks.	0.40 hrs.	124.00
12/23/2011	DJ	Review Treeline Springs signature blocks and e-mail to Weil.	0.25 hrs.	77.50
12/23/2011	DJ	Review multiple e-mails on water rights and development rights; e-mail to Pej regarding Treeline Springs.	0.50 hrs.	155.00
12/23/2011	DJ	Voice mail message from Russ McElyea; returned call to Russ regarding permits for Jack Creek Road.	0.50 hrs.	155.00

12/23/2011	DJ	Returned call to Russ McElyea regarding contract issues; call to Pej regarding post petition contracts and consents; call to Russ regarding obtaining appropriate consents to the assignments of post petition contracts.	0.50 hrs.	155.00
12/23/2011	DJ	Review signing authority of Treeline Springs and e-mail and call to Pej regarding signature block; office conference regarding signature block and organizational authority for signature.	0.50 hrs.	155.00
12/23/2011	DJ	Letter from Russ McElyea regarding delivery of signed conveyance documents related to real estate development rights and review of attachments.	0.75 hrs.	232.50
12/23/2011	DJ	E-mail from John B. regarding Moonlight's conveyance documents and reply regarding signature issues.	0.25 hrs.	77.50
12/23/2011	DJ	Review multiple e-mails with attachments relating to closing documents and development rights and water rights.	0.50 hrs.	155.00
12/23/2011	JTJ	(15+) Emails including replies to and from Pej, Tom B, Brian, Elizabeth M et al re liquor changes, structure changes, requests for recommendations under MT law re same and related issues	3.30 hrs.	1,023.00
12/23/2011	JTJ	Legal services to revise Atira/Lehman and related diagrams based on requested structure changes from Lehman and Weil	2.20 hrs.	682.00
12/23/2011	TES	Work on Treeline Springs' signature block issue for Consent and Stipulation, etc.;	1.80 hrs.	495.00
12/23/2011	BJH	Confirmation of signature blocks for Moonlight entities re: Deeds and other closing documents	1.80 hrs.	288.00
12/24/2011	DJ	Review e-mail from Brian Barry regarding the timbers claim objection and e-mail to Patten regarding hiring counsel to handle claim.	0.10 hrs.	31.00
12/26/2011	DJ	Review letter from Moonlight regarding the subdivision improvements agreements (assignments and terminations) and the encroachment permits and revise and correct the same.	0.90 hrs.	279.00
12/26/2011	DJ	Letter to Jerry Wine at American Land title about recording the terminations of old SIA agreements; e-mail to Russ McElyea at Moonlight regarding the SIA terminations and the encroachment permits for Jack Creek Road.	0.25 hrs.	77.50
12/26/2011	DJ	Office conference on PSC treeline application.	0.20 hrs.	62.00
12/26/2011	TES	Work on revised Public Service Commission	3.60 hrs.	990.00

Application for Treeline Springs' asset conveyance;

12/27/2011	LJS	Email correspondence with Rachel Goetz re completion of MV 100 form for submission to Gallatin County DMV.	0.20 hrs.	26.00
12/27/2011	DJ	Telephone conference on closing issues with Weil.	0.80 hrs.	248.00
12/27/2011	DJ	E-mail from Tom Buffa and reply regarding his affidavit; e-mail regarding beverage license transfers.	0.20 hrs.	62.00
12/27/2011	DJ	E-mail from and to Steve Brown regarding the conveyance documents and revise the 8 transfer documents.	1.40 hrs.	434.00
12/27/2011	DJ	Review and comment upon draft application to transfer the assets of Treeline Springs to the new entity.	1.90 hrs.	589.00
12/27/2011	DJ	Call from Andy Patten regarding the Timbers rejection claim litigation.	0.25 hrs.	77.50
12/27/2011	DJ	E-mail to Lehman and Weil regarding the Timbers Claim Litigation and attorney Scott Green.	0.10 hrs.	31.00
12/27/2011	DJ	Conference call with Weil regarding employment issues.	0.50 hrs.	155.00
12/27/2011	DJ	Review assignments of development rights and e-mails to and from Weil regardign the same.	0.90 hrs.	279.00
12/27/2011	DJ	Review and revise assignment of Jack Creek Road rights and e-mail to Weil for comment.	0.75 hrs.	232.50
12/27/2011	DJ	Multiple e-mails regarding the Moonlight Golf contracts and extension of the golf lease.	0.50 hrs.	155.00
12/27/2011	DJ	Multiple e-mails to and from Weil regarding closing and closing documents including the deeds and conveyance documents.	0.40 hrs.	124.00
12/27/2011	DJ	Multiple e-mails to and from Moonlight regarding the assignment of development rights and Madison County and e-mails regarding the new encroachment permits for Jack Creek Road.	0.50 hrs.	155.00
12/27/2011	JTJ	Prep for conference call with entire Lehman/Weil teams including updates to liquor structures	2.10 hrs.	651.00
12/27/2011	JTJ	Review and reply to (14+) emails from DOR, Pej R, Lehman team and Mike Lilly re new liquor issues and how to address DOR regulations	3.10 hrs.	961.00
12/27/2011	TES	Review Development Rights for conveyances to Lehman entities, including MB Water & Sewer, from Moonlight entities, including Treeline	2.90 hrs.	797.50

		Springs;		
12/27/2011	WAF	Review emails re closing and employment contracts.	0.30 hrs.	93.00
12/27/2011	WAF	Attend conference call with Weil attorneys re employment issues and closing.	0.50 hrs.	155.00
12/27/2011	WAF	Review and comment on Atria's latest changes to employment contract.	0.40 hrs.	124.00
12/27/2011	KJB	Correspondence from Pej re status; update Doug re status.	0.50 hrs.	90.00
12/27/2011	CTS	Emails with John Jones and Lehman re: letter agreements.	0.30 hrs.	45.00
12/27/2011	CTS	Emails with Lehman re: updating list of beverage license documents that need to be signed.	0.30 hrs.	45.00
12/27/2011	CTS	Revise beverage license structure to take into account revised manner in which assets will be held following closing.	3.80 hrs.	570.00
12/27/2011	CTS	Revise list of beverage documents that have to be signed by Lehman.	1.80 hrs.	270.00
12/27/2011	CTS	Emails with John re: documents we need to draft related to beverage licenses.	0.20 hrs.	30.00
12/27/2011	CTS	Emails between Pej, Garrett and Katie re: forming entities in Montana that will own beverage licenses.	0.40 hrs.	60.00
12/27/2011	BJH	Review of real estate docs, organizational docs (Moonlight entities) for signature block confirmations and template	2.80 hrs.	448.00
12/28/2011	LJS	Phone conference with Bernie at Gallatin County DMV re completion of paperwork.	0.10 hrs.	13.00
12/28/2011	LJS	Email Rachel Goetz re phone conference with Bernie at DMV.	0.10 hrs.	13.00
12/28/2011	DJ	Telephone conference with Pej, Weil and Lehman over employment issues.	0.50 hrs.	155.00
12/28/2011	DJ	Call from Tom Buffa regarding employment issues.	0.20 hrs.	62.00
12/28/2011	DJ	Office conference regarding employment issues and getting contracts to employees.	0.40 hrs.	124.00
12/28/2011	DJ	Call from Pej regarding beverage licenses.	0.25 hrs.	77.50
12/28/2011	DJ	Office conference regarding the transfer of the beverage licenses and responses to Weils transfer documents.	0.60 hrs.	186.00
12/28/2011	DJ	E-mails from and to Moonlight and Weil regarding motor vehicles and the transfers of those vehicles.	1.10 hrs.	341.00
12/28/2011	DJ	Call to the Title and Registration Bureau of the	0.40 hrs.	124.00

Department of Justice regarding the transfer of titled vehicles; office conference regarding lien releases.

12/28/2011	DJ	Calls to and from Andy Patten and Mike Lilly regarding closing.	0.40 hrs.	124.00
12/28/2011	DJ	Office conference regarding signature pages and conference call with Elizabeth and Bill at Weil regarding coordinating signature pages.	0.40 hrs.	124.00
12/28/2011	DJ	Revise the encroachment permits, the assignments of the SIAs and e-mail to Weil and Moonlight.	1.50 hrs.	465.00
12/28/2011	DJ	Review the Treeline Springs consent and e-mail to Weil.	0.60 hrs.	186.00
12/28/2011	DJ	Review multiple e-mails regarding the amendment and extension of the golf lease; call to Patten regarding the same and reply to Weil's e-mails on golf lease	1.00 hrs.	310.00
12/28/2011	DJ	Review and discuss employment issues with Andy Forsyth and review e-mails on employment issues.	0.50 hrs.	155.00
12/28/2011	DJ	Call from Andy Patten on employment contract issues and office conference on the Butts and Pack termination benefits claims.	0.40 hrs.	124.00
12/28/2011	DJ	Review the Settlement and Sale Agreement and schedule 29 regarding employment benefits and e-mail to Weil regarding Moonlight's concerns with the proposed employment contracts.	0.50 hrs.	155.00
12/28/2011	DJ	Call to Russ McElyea regarding title vehicles; e-mail to Patten and Lilly regarding authorized signatories to closing documents.	0.30 hrs.	93.00
12/28/2011	DJ	Review memo on authorized signatories per the organizational documents and e-mail to summary to Weil, Patten, Lilly, and Moonlight.	0.50 hrs.	155.00
12/28/2011	DJ	Call to Patten regarding the Butts and Pack severance agreements and amendment; review the SSA for language on amendment; call to Patten regarding status of the amendment.	0.25 hrs.	77.50
12/28/2011	DJ	Multiple e-mails from Pej and Elizabeth regarding the bills of sale and fixtures; reply to e-mails and call to Elizabeth regarding the same; review additional e-mails on employment issues with Pack and Butts and reply; review e-mails from Christina regarding severance claims as pre-petition claims.	0.50 hrs.	155.00
12/28/2011	DJ	E-mails to the title company regarding execution documents for Lehman; e-mail to	0.50 hrs.	155.00

Russ McElyea at Moonlight regarding the Pony Express Easement; e-mail from John B at Weil regarding the easemt termination agreement.

12/28/2011	DJ	E-mails from and to Ed McCarthy and Pej regarding the third party release of all claims.	0.30 hrs.	93.00
12/28/2011	JTJ	Services re complete revisions to Diagrams A-C, all liquor agreements and documents and other structures with Atira and their entities	3.25 hrs.	1,007.50
12/28/2011	JTJ	(19 or so) Emails, review/reply and address questions under MT law on pass-through liquor entities and accountings of Atira entities	3.90 hrs.	1,209.00
12/28/2011	LJS	Review file for documents related to Lehman's vehicle liens and for Final Order (bankruptcy) re security interest.	0.50 hrs.	65.00
12/28/2011	LJS	Prepare lien releases for vehicles identified in Lehman notioeces of security interest.	3.50 hrs.	455.00
12/28/2011	LJS	Phone conference with Amanda Smethurst from Moonlight re lien releases, vehicle titles.	0.20 hrs.	26.00
12/28/2011	LJS	Email correspondence re preparation of lien releases.	0.40 hrs.	52.00
12/28/2011	LJS	Phone conferences with Madison County DMV to obtain information re liens on vehicles for which we do not have notices of security interest.	0.30 hrs.	39.00
12/28/2011	TES	Review revised deeds for closing;	3.20 hrs.	880.00
12/28/2011	WAF	Emails re closing issues (.3); review changes to employment contract (.4); conference call re employment issues and closing plans (.7); call to Margolis to finalize employment contract (.3); call to Jamie Cross re distribution of employment contracts (.2); conference call with Janice Cross and Steve Margolis re employment contract (.4); revise and send employment contract to all (1.1); email to Tom Buffa re the "probation" issue under Montana law, and conference call with Gabrielle Wirth and Jamie Cross re the employment contract (.8); conference with Doug James re Butts and Pack contracts (.3).	4.50 hrs.	1,395.00
12/28/2011	KJB	Correspondence to Garrett with Word versions of documents.	0.20 hrs.	36.00
12/28/2011	CTS	Emails with Doug re: what needs to be done before closing on January 9th.	0.50 hrs.	75.00
12/28/2011	CTS	Emails concerning checklist of beverage license closing documents.	0.30 hrs.	45.00
12/28/2011	CTS	Revise diagrams of beverage licenses and	2.10 hrs.	315.00

revise checklist of closing documents to indicate who is responsible for drafting which documents and the status of each document.

12/28/2011	CTS	Review of the complete Weil closing list. (N/C)	0.40 hrs.	0.00
12/28/2011	CTS	Emails re: whether Moonlight Lodge's real and personal property will be transferred to Lodge's successor or Resort OPS as closing.	0.80 hrs.	120.00
12/28/2011	CTS	Emails regarding which closing list each of the beverage license documents should be "housed."	0.60 hrs.	90.00
12/28/2011	CTS	Review of emails concerning the "2011 Retail Food Large License 301310."	0.40 hrs.	60.00
12/28/2011	CTS	Conference with Doug re: where the Moonlight Golf, LLC property will be transferred at closing.	0.40 hrs.	60.00
12/28/2011	CTS	Emails with Doug and Pej re: whether Resort OPS will get Moonlight Golf's property at closing.	0.30 hrs.	45.00
12/28/2011	CTS	Search for Moonlight Golf Ground Lease; emails with Doug and Pej re: the same.	0.70 hrs.	105.00
12/28/2011	CTS	Emails with Doug and John re: status of documents that need to be signed by Lehman at closing.	0.30 hrs.	45.00
12/28/2011	CTS	Meeting with Doug and John to determine if Weil's "Assignment" documents have the beverage license documents in the correct place.	0.60 hrs.	90.00
12/28/2011	CTS	Continue review of Weil's "Assignment" documents to ensure that all bases are covered regarding beverage license documents and to ensure that all documents are accounted for.	2.00 hrs.	300.00
12/28/2011	BJH	Review organizational documents for various entities and draft memo/table re: proper signatories and review of current closing documents for compliance with table and entity status; conference call re: closing checklist.	6.10 hrs.	976.00
12/28/2011	BOM	Telephone message with B. Anderson re explosives permit.	0.10 hrs.	16.00
12/29/2011	DJ	Review multiple e-mails regarding employment contracts and severance packages; office conference with Andy F. regarding the same; e-mail to Russ McElyea regarding Mindy's employment contract.	0.50 hrs.	155.00
12/29/2011	DJ	Multiple e-mails regarding the transfer of titled vehicles and lien releases; office conference regarding obtaining release information and	0.50 hrs.	155.00

		tracking vehicles through closing.		
12/29/2011	DJ	Conference call with Andy F. and Atira regarding employment matters related to Pack and Butts.	0.40 hrs.	124.00
12/29/2011	DJ	Work on index of deeds and closing documents; review and finalize the realty transfer certificates.	0.40 hrs.	124.00
12/29/2011	DJ	E-mails to and from Brian Barry and call to Brian regarding titled vehicles and the trailers at the golf course.	0.50 hrs.	155.00
12/29/2011	DJ	E-mails to Brian Barry regarding title vehicle issues with the ATVs and the trailers at Golf.	0.10 hrs.	31.00
12/29/2011	DJ	Calls to Andy Patten regarding closing; call to and from Russ McElyea regarding Treeline Springs bank accounts; e-mail to Pej and Team regarding Treeline accounts and sweep order.	0.50 hrs.	155.00
12/29/2011	DJ	Office conference regarding beverage documents and multiple e-mails from and to Weil regarding beverage license structure and documents.	0.40 hrs.	124.00
12/29/2011	DJ	Office conference on the releae of liens on the title vehicles; review e-mails and draft releases and forward on to Weil.	0.50 hrs.	155.00
12/29/2011	DJ	Call to Andy Patten and call to Mike Lilly and Pej regarding the structure of the payment to Lee Poole and closing.	0.50 hrs.	155.00
12/29/2011	DJ	E-mails to the Moonlight Team regarding the revisions to the conveyance documents and delivering final and red-line documents for review prior to closing.	0.90 hrs.	279.00
12/29/2011	DJ	Review e-mails on the lien releases for titled vehicles and e-mail to Weil.	0.60 hrs.	186.00
12/29/2011	DJ	Call to Andy Patten regarding closing; review e-mails regarding the beverage licenses and the concession agreements and reply.	0.50 hrs.	155.00
12/29/2011	DJ	Office conference regarding the review of the revised conveyance documents; review multiple e-mails regarding the transfer of personal property assets to various new entities; e-mails from Moonlight regarding transfer issues.	0.50 hrs.	155.00
12/29/2011	DJ	Call from and to Stewart at American Title regarding closing and escrow issues; call to Andy Patten regarding escrow issues for the beverage licenses and Treeline Springs; e-mail to Weil regarding the escrow issues.	0.50 hrs.	155.00
12/29/2011	LJS	Work on lien releases for mobile unit titles,	3.70 hrs.	481.00

		snowmobiles, ATV and equipment titles.		
12/29/2011	LJS	Prepare checklist for vehicle lien releases.	1.70 hrs.	221.00
12/29/2011	LJS	Email correspondence re lien releases.	0.30 hrs.	39.00
12/29/2011	LJS	Confer with Doug James re lien releases, checklist.	0.10 hrs.	13.00
12/29/2011	LJS	Compare liens of record to auto titles received from Moonlight for completeness.	0.50 hrs.	65.00
12/29/2011	TES	Review conveyance documents and checklists;	2.90 hrs.	797.50
12/29/2011	WAF	Review Butts and Pack contracts.	0.50 hrs.	155.00
12/29/2011	WAF	Emails re Nowakoski contract.	0.20 hrs.	62.00
12/29/2011	WAF	Review Nowakaski's contract.	0.40 hrs.	124.00
12/29/2011	WAF	Review emails related to Nowakoski.	0.30 hrs.	93.00
12/29/2011	WAF	Conference call with Atira re Butts, Pack.	0.70 hrs.	217.00
12/29/2011	WAF	Revise contracts for Butts, Pack.	0.70 hrs.	217.00
12/29/2011	WAF	Draft offer letter for salaried.	0.50 hrs.	155.00
12/29/2011	WAF	Email drafts to Atira with explanation.	0.50 hrs.	155.00
12/29/2011	KJB	Correspondence to Garrett re beverage licenses.	0.30 hrs.	54.00
12/29/2011	BJH	Corrections and review of officer identity and controlling parties through closing documents (deeds, assignments etc.	2.50 hrs.	400.00
12/29/2011	BJH	Conference calls re: Closing; and follow-up w/ Weil for signature blocks etc.	2.10 hrs.	336.00
12/29/2011	BOM	Telephone conference with B. Andersen at ATF re explosives permit; email communication with D. James re same.	0.20 hrs.	32.00
12/30/2011	CTS	Review amendments to existing beverage license documents signed by Poole and Anderson and send to Pej.	0.40 hrs.	60.00
12/30/2011	CTS	Review file for organizational documents on Lunar Real Estate Holdings, LLC.	0.20 hrs.	30.00
12/30/2011	CTS	Emails with Pej re: status of getting documents to Atira.	0.90 hrs.	135.00
12/30/2011	DJ	Call to Pej regarding closing documents; call from Andy Patten regarding certificates.	0.40 hrs.	124.00
12/30/2011	DJ	Review multiple e-mails regarding the beverage licenses and office conference regarding the status of documents for closing related to the beverage licenses.	0.50 hrs.	155.00
12/30/2011	DJ	E-mails from and to Mike Lilly regarding the payment to Lee Poole; e-mail to Pej; e-mails regarding proper legal names of entities.	0.50 hrs.	155.00
12/30/2011	DJ	Office conference regarding the multiple names	0.50 hrs.	155.00

used by Moonlight Basin Ranch and the correct legal name to use in documents; review Secretary of State's records on proper name.

12/30/2011	DJ	Finalize deeds, encumbrance permits, and assignments and e-mail to Lehman and Weil; e-mails from Brian regarding the same and reply.	0.75 hrs.	232.50
12/30/2011	DJ	Call to Andy Patten regarding the Moonlight name; revise documents to show the correct name; e-mail to Russ McElyea regarding changes to documents to reflect the correct name.	0.50 hrs.	155.00
12/30/2011	DJ	Review closing checklist and related e-mails.	0.50 hrs.	155.00
12/30/2011	DJ	Review multiple e-mails regarding the beverage licenses and related documents.	0.60 hrs.	186.00
12/30/2011	DJ	Call to Pej regarding discussions with Atira regarding the beverage licenses and e-mail to Lehman regarding the same.	0.20 hrs.	62.00
12/30/2011	DJ	Review and respond to e-mails regarding the names of the various entities and the signature blocks for those entities.	0.25 hrs.	77.50
12/30/2011	JTJ	(29) emails to and from Lehman and Weil re real estate structures (including liquor license operations), liquor structures, Atira issues and entities and "global" matters	3.30 hrs.	1,023.00
12/30/2011	JTJ	update all schedules, diagrams, agreement identifications and other matters re liquor portions of the transaction, including TOA	4.10 hrs.	1,271.00
12/30/2011	TES	Review Assignments of SIA's and title insurance for closing;	0.00 hrs.	0.00
12/30/2011	WAF	Conference call with Atira re employment issues (.4); revise agreement for Nowakowski (2.3).	2.70 hrs.	837.00
12/30/2011	CTS	Revise FF&E agreements to show the correct names of the parties.	0.30 hrs.	45.00
12/30/2011	CTS	Emails with Doug re: applications to transfer beverage licenses and application for TOA.	0.30 hrs.	45.00
12/30/2011	CTS	Emails with Pej re: reasons for new concession agreement and lease agreement related to the JVLP license.	0.30 hrs.	45.00
12/30/2011	CTS	Receipt of revised conveyance documents from Elizabeth Martialay.	0.40 hrs.	60.00
12/30/2011	CTS	Emails with Garrett Simon re: beverage license documents that will need to be executed by Atira.	0.30 hrs.	45.00
12/30/2011	BJH	Research re: MT Moonlight Basin entities re:	2.00 hrs.	320.00

		organizational status and proper signatories		
12/30/2011	KBB	Interoffice conference with Doug	0.20 hrs.	28.00
12/30/2011	KBB	Work on final deeds	0.50 hrs.	70.00
12/30/2011	KBB	Continue work on final deeds	0.60 hrs.	84.00
12/31/2011	DJ	Review email on beverage questions and transfers and email to Garrett Simon and Jack Manning; email to Ruse McElyea regarding the same.	0.50 hrs.	155.00
12/31/2011	DJ	Email from Tom Buffa re status of Moonlight comments and reply.	0.10 hrs.	0.00
12/31/2011	DJ	Email to American Title re closing money; email from and to Pej re closing; additional email to American Title regarding a closing protection letter.	0.50 hrs.	155.00
12/31/2011	DJ	Review emails regarding closing and conveyance documents and related conveyance agreements.	0.75 hrs.	232.50
12/31/2011	DJ	Email from Russ McElyea regarding Pony Express Easement; review agreement and email to Weil; email Pony Express Agreement and Title Company; email from and to Pej regarding Moonlight comments on documents.	0.50 hrs.	155.00

Total Professional Services

\$102,867.50**EXPENSES**

12/02/2011	Secretary of State - Montana	35.00
	Fees re: Moonlight Basin Resort OPS LLC 11/07/11	
12/05/2011	Federal Express	26.33
	Robert Lemons, Weil Gotshal & Manges LLP 10/25/11	
12/05/2011	Federal Express	32.19
	John Suckow, Lehman Brothers Holding Inc. 10/25/11	
12/05/2011	Federal Express	29.04
	Dennis F. Dunne, Milbank Tweed Hadley 10/25/11	
12/05/2011	Federal Express	29.04
	E. G. Gasparini, Office of the United State Treasurer 10/25/11	
12/05/2011	Federal Express	26.58
	Richard Gitlin, Godfrey & Khan 10/25/11	
12/05/2011	Federal Express	29.71
	Bernard McCarthy, Clerk of US Bankruptcy Court 10/31/11	
12/05/2011	Federal Express	48.26
	Edward R. McCarthy, Weil Gotshal & Manges LLP 11/02/11	

12/05/2011	Federal Express	27.60
	Stuart Anderson and Jerry Wine, American Land Title 11/03/11	
12/27/2011	Westlaw - Computer Research - November	64.96
12/31/2011	Photocopies	68.10

Total Expenses

\$416.81**BILLING SUMMARY**

Forsythe, W. A.	22.80 hrs @	310.00 =	\$7,068.00
James, Doug	2.90 hrs @	0.00 =	\$0.00
James, Doug	107.25 hrs @	310.00 =	\$32,906.50
Smith, Thomas E.	48.00 hrs @	275.00 =	\$13,200.00
Jones, John T.	1.90 hrs @	0.00 =	\$0.00
Jones, John T.	94.30 hrs @	310.00 =	\$29,233.00
Peete, Duncan A.	0.90 hrs @	250.00 =	\$225.00
Bell, Katie J.	11.90 hrs @	180.00 =	\$2,142.00
Sweeney, Christopher T	3.60 hrs @	0.00 =	\$0.00
Sweeney, Christopher T	58.90 hrs @	150.00 =	\$8,835.00
Hoskins, Brandon J	17.30 hrs @	160.00 =	\$2,768.00
Marty, Brian O.	1.00 hrs @	0.00 =	\$0.00
Marty, Brian O.	25.90 hrs @	160.00 =	\$4,144.00
Ball, Afton E	2.60 hrs @	150.00 =	\$390.00
Struss, Luanne J.	11.60 hrs @	130.00 =	\$1,508.00
Boyer, Kristine B	3.20 hrs @	140.00 =	\$448.00

Total Professional Services	414.05 hrs	\$102,867.50
Total Expenses		\$416.81

Total balance now due**\$103,284.31**

MOULTONBELLINGHAM

January 31, 2012

27 North 27th Street, Suite 1900
P. O. Box 2559
Billings, Montana 59103-2559

Tax I.D. 81-0387111

LAMCO LLC
1271 AVENUE OF THE AMERICAS
38TH FLOOR
NEW YORK, NY 10020

Invoice# 98247 DJ
Billing through 01/31/2012

**MoonLight Basin Ranch Limited Partnership
(KK/FO)**

Our file# 016173 00001

PROFESSIONAL SERVICES

01/01/2012	DJ	Email to all of the Moonlight-related parties re the status of their review of the closing documents. 0700	0.10 hrs.	31.00
01/01/2012	DJ	Call to Stewart at American Title re closing, protection letter. 3500	0.10 hrs.	31.00
01/02/2012	DJ	Email from John Butenas re title issues and reply; email from John Butenas re HOAs and declarations rights and title issues and reply; email Explosives Indemnification Agreement to Lehman and Weil. 3500	0.30 hrs.	93.00
01/02/2012	DJ	Emails from Tom Buffa and Garrett re refund to golf members and replies. 3500	0.10 hrs.	31.00
01/02/2012	DJ	Emails from Mike Lilly re the resolutions and closing instructions; email the same to Weil. 0700	0.20 hrs.	62.00
01/02/2012	DJ	Review settlement agreement and checklist and review additional Jack Weil Road Conveyance documents; email to Weil re the foregoing. 3500	0.60 hrs.	186.00
01/02/2012	DJ	Review email from Andy Patten re FIRPTA affidavits and reply; call to Andy Patten re the FIRPTA affidavits. 0700	0.30 hrs.	93.00
01/02/2012	DJ	Email from Christine and Kyle and Weil re objections to the Walden rejection damage claim and reply. 3500	0.20 hrs.	62.00
01/02/2012	DJ	Call from Andy Patten re deeds, affidavits and resolutions; email questions to Pej re closing	0.40 hrs.	124.00

issues; office conference re delivery of documents to Atira.

3500

01/02/2012	DJ	Review emails re the Pony Express easement; revise agreement terminating the easement and email to Russ McElyea and Weil regarding the same.	0.40 hrs.	124.00
01/02/2012	DJ	Email from Andy Patten re claim objections re Waldens and Andersons and email to Lehman and Weil re same; email from and to Mike Lilly re Montana Moonlight Basin Resort, LLC.	0.40 hrs.	124.00
01/02/2012	DJ	Review emails from Chris Sweeney, Pej and John Jones re beverage license issues and structure.	0.50 hrs.	155.00
01/02/2012	JTJ	(13) emails from Pej, Lehman re new liquor structure and questions under MT law, responses to same	1.90 hrs.	589.00
01/02/2012	CTS	Review revised "Assignment" documents sent by Weil to ensure all beverage license documents are included and are in the correct spot.	3.80 hrs.	570.00
01/02/2012	CTS	Revise indemnification agreement to include Moonlight Basin Management as an indemnitee.	0.90 hrs.	135.00
01/02/2012	CTS	Emails with John and Pej re: having Resort OPS be the concessionaire with the beverage licensees and having Resort OPS enter into management agreements with Moonlight Basin Management.	0.70 hrs.	105.00
01/02/2012	CTS	Emails with Mike Lilly seeking dated amendments to beverage license documents; date documents and send to Pej.	0.50 hrs.	75.00
01/02/2012	CTS	Phone call with Elizabeth and Pej re: beverage license documents and which "Assignment" document they should be listed on.	0.40 hrs.	60.00
01/02/2012	CTS	Emails with Weil re: Montana law requirements concessionaire has to be in the same building as beverage licensee.	0.80 hrs.	120.00
01/03/2012	JTJ	(14) Emails to and from Pej, Tom B, Elizabeth	3.10 hrs.	930.00

M, Alex L and Garrett Simon re plethora of legal and regulatory issues on liquor, LLCs etc under MT law and provide cites to admin regulations and MCA re position of the MT DOR and resort arrangements.

3500

01/03/2012	DJ	Review closing checklist and closing quesitons in preparation for conference call ;e-mail from Christina regarding and Ronit regarding the Walden's claim and possible claim objection and reply; e-mails to John J., Chris S. and Andy F regarding closing issues and conference call.	0.50 hrs.	155.00
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3500

01/03/2012	DJ	Conference call with Weil regarding closing and bankruptcy issues.	0.50 hrs.	155.00
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3500

01/03/2012	DJ	Call from Andy Patten regarding EIN numbers, closing tasks and golf deposit motion; call to Pej regarding closing.	0.50 hrs.	155.00
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3500

01/03/2012	DJ	Review John Butenas e-mail regarding Declarant's interests in title commitment; call to John Butenas and conference call with Jerry Wine (American Title) regarding title commitment; e-mail from Jerry Wine regarding Madison County's records and e-mail to Weil.	0.50 hrs.	155.00
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3500

01/03/2012	DJ	Office conference regarding the status of the beverage documents and preparation of beverage agreements.	0.40 hrs.	124.00
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3500

01/03/2012	DJ	Review e-mails from John, Chris and Pej regarding the beverage licenses and the transfer documents.	0.40 hrs.	124.00
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3500

01/03/2012	DJ	Telephone conference with Patten, Moonlight (Amanda), Lehman, and Weil regarding the conveyance documents.	3.60 hrs.	1,116.00
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3500

01/03/2012	DJ	Review new title commitment and e-mail to Weil and the Moonlight Parties.	0.80 hrs.	248.00
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3500

01/03/2012	DJ	Reply to call and e-mail from title company underwriter regarding coverage for Declarant's rights under the HOA agreements; e-mail to Jerry Wine regarding unusual title exception language and the legal description.	0.50 hrs.	155.00
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3500

Date	Initials	Description	Hours	Amount
01/03/2012	DJ	Review beverage documents and e-mail to Atira, its attorney and the Moonlight parties. 3500	0.90 hrs.	279.00
01/03/2012	DJ	E-mail to and from Mike Lilly regarding closing and closing documentation. 0700	0.40 hrs.	124.00
01/03/2012	DJ	Multiple e-mails to and from Pej and Weil regarding closing documents. 3500	0.50 hrs.	155.00
01/03/2012	DJ	Review two revised Jack Creek Road deeds and realty transfer certificates and e-mail to Weil. 3500	0.50 hrs.	155.00
01/03/2012	DJ	Multiple e-mails regarding the indemnification agreement for explosives and Russ McElyea's concerns and desire to be indemnified for criminal acts; e-mails from Pej regarding the same; call to Andy Patten and reply to Pej and team regarding indemnification issues. 3500	0.50 hrs.	155.00
01/03/2012	DJ	E-mail from Bill Chan re closing; review Lodge mortgage and revise the mortgage release and e-mail to Bill and Weil for signature. 3500	0.40 hrs.	124.00
01/03/2012	DJ	E-mail from Elizabeth regarding the claims asserted by Tim Anderson. 3800	0.10 hrs.	31.00
01/03/2012	DJ	Review release of all claims from the Settlement Agreement and reply to Elizabeth; e-mail from Elizabeth regarding signature pages and reply. 3800	0.20 hrs.	62.00
01/03/2012	JTJ	Prep for noon call including updates to all agreements and Atira structure. 3500	2.20 hrs.	682.00
01/03/2012	LJS	Review Lehman closing checklist and compare vehicles listed to lien releases prepared to ensure we have lien releases for all vehicles identified in Lehman closing checklist. 3500	1.90 hrs.	247.00
01/03/2012	LJS	Email correspondence and phone conferences with Amanda at Moonlight re vehicle lien releases. 3500	0.50 hrs.	65.00
01/03/2012	LJS	Confer with Doug James re Montana requirements on vehicle lien releases. 3500	0.20 hrs.	26.00
01/03/2012	LJS	Review Moonlight vehicle list and compare to Lehman list to ensure all vehicles are included. 3500	1.80 hrs.	234.00

01/03/2012	LJS	Prepare additional lien releases. 3500	2.20 hrs.	286.00
01/03/2012	TES	Work on real property documentation (deeds) for proposed closing of Moonlight asset transfer to Lehman entities. 3500	4.60 hrs.	1,265.00
01/03/2012	WAF	Conference with Doug and Chris re liquor license. 3500	0.30 hrs.	93.00
01/03/2012	WAF	Review McElyea employment contract. 3500	0.30 hrs.	93.00
01/03/2012	WAF	Review temp employee offer letter. 3500	0.30 hrs.	93.00
01/03/2012	WAF	Review employment handbook 3500	1.30 hrs.	403.00
01/03/2012	WAF	Review indemnity agreement for McElyea. 3500	0.40 hrs.	124.00
01/03/2012	KJB	Draft concession agreement between Moonlight Basin LL-II, LLC and OPS. 3500	0.90 hrs.	162.00
01/03/2012	KJB	Draft lease agreement between Moonlight Basin LL-II and OPS. 3500	0.90 hrs.	162.00
01/03/2012	KJB	Draft management agreement and sub-management agreement for Aardvark location. 3500	1.30 hrs.	234.00
01/03/2012	KJB	Draft lease agreements for Aardvark and JVLP locations. 3500	1.20 hrs.	216.00
01/03/2012	KJB	Draft management and sub-management agreement for JVLP location. 3500	1.00 hrs.	180.00
01/03/2012	CTS	Draft lease between MT Moonlight Golf, LLC and Moonlight Basin LL-I, LLC. 3500	0.70 hrs.	105.00
01/03/2012	CTS	Draft Concession Agreement between Moonlight Basin LL-I, LLC and MT Moonlight Golf, LLC. 3500	0.70 hrs.	105.00
01/03/2012	CTS	Draft Management Agreement between Moonlight Basin LL-I and MT Moonlight Basin Resort OPS, LLC. 3500	0.40 hrs.	60.00
01/03/2012	CTS	Draft sub-management agreement between MT Moonlight Basin Resort OPS, LLC and Moonlight Basin Management, LLC 3500	0.40 hrs.	60.00
01/03/2012	CTS	Conference with Katie Bell re: documents that	0.50 hrs.	75.00

need to be drafted for beverage licenses that will take effect following issuance of temporary operating authority.

3500

01/03/2012	CTS	Emails to Weil team with FF&E agreements that will take effect after closing and all other beverage license documents that will take effect upon issuance of temporary operating authority.	0.80 hrs.	120.00
		3500		
01/03/2012	CTS	Emails with Pej and Doug re: indemnification agreement.	0.40 hrs.	60.00
		3500		
01/03/2012	CTS	Various emails concerning final structure of beverage licenses and whether we should have a Lehman entity between the licensee and Moonlight Basin Management.	1.30 hrs.	195.00
		3500		
01/03/2012	CTS	Review of various closing "assignment" documents sent by Elizabeth that have been blacklined against the applicable exhibits to the Settlement Agreement.	1.60 hrs.	240.00
		3500		
01/03/2012	BOM	Email communications with A. Forsythe re indemnification agreement for explosives permit.	0.10 hrs.	16.00
		3500		
01/03/2012	KBB	Interoffice conference with Doug regarding beverage license transfers.	0.20 hrs.	28.00
		3500		
01/03/2012	KBB	Assist with closing preparation of closing documents beverage licenses issues.	4.90 hrs.	686.00
		3500		
01/04/2012	DJ	Multiple e-mails to and from Andy Patten regarding the explosives permits, indemnity agreements, and deeds.	0.50 hrs.	155.00
		0700		
01/04/2012	DJ	Conference call with Brian Barry and team regarding Treeline Springs.	0.50 hrs.	155.00
		3500		
01/04/2012	DJ	Telephone conference with team to go over the closing checklist.	0.80 hrs.	248.00
		3500		
01/04/2012	DJ	Telephone conference and e-mails with Andy Patten regarding the Explosives Indemnification for Russ McElyea and company.	0.40 hrs.	124.00
		0700		
01/04/2012	DJ	Telephone conference with Brian and Tom regarding the explosives permit, the employment contracts, the Waldens claim, the Tim Anderson	0.40 hrs.	124.00

		claim, and the Timbers claim. 3500		
01/04/2012	DJ	Calls to Andy Patten regarding the Waldens claim, the Anderson claim, the Plan administrator budget, the motion to pay out the golf members escrow, and the objections to the Timbers claim; call to Russ McElyea regarding the Lone Mountain successor entity and the Indemnity agreement. 3500	0.50 hrs.	155.00
01/04/2012	DJ	Call to Tom Buffa regarding the status of the Explosives Indemnification and closing and the position of Atira on the beverage documents. 3500	0.20 hrs.	62.00
01/04/2012	DJ	Office conferece on the status of the beverage agreements; multiple e-mails from Chris Sweeney regarding the beverage licenses. 3500	0.50 hrs.	155.00
01/04/2012	DJ	Multiple e-mails from John Jones regarding the beverage licenses and the Montana DOR and related e-mails to Lehman and Weil. 3500	0.50 hrs.	155.00
01/04/2012	DJ	Review revised closing documents from multiple e-mails. 3500	1.10 hrs.	341.00
01/04/2012	DJ	Multiple e-mails from Steve Brown (water rights), Pej, American Title, and John B regarding various closing issues. 3500	0.50 hrs.	155.00
01/04/2012	DJ	E-mails to American Title regarding the protection letter and the closing statement; e-mail to and from Weil regarding the same. 3500	0.50 hrs.	155.00
01/04/2012	DJ	Call to Pej regarding closing issues and the beverage licenses and the explosives indemnification. 3500	0.30 hrs.	93.00
01/04/2012	DJ	Revise the Explosive Indemnity agreement; e-mail revised agreement to Russ and Patten; multiple calls and e-mails to Patten regarding the same. 3500	0.50 hrs.	155.00
01/04/2012	DJ	Review the draft closing letter from John Butenas and call and e-mail John and Pej regarding the same and suggested changes. 3500	0.70 hrs.	217.00
01/04/2012	DJ	E-mail from Mike Lilly with closing documents. 0700	0.30 hrs.	93.00

Invoice# 98247 Page 8

01/04/2012	DJ	Office conference with staff and Team to plan for and coordinate the closing and closing documents. 3500	1.00 hrs.	310.00
01/04/2012	DJ	Call with Pej regarding closing procedures and e-mail to Lehman and Weil regarding delivery of expected documents; e-mail from Garrett at Atira regarding the beverage licenses and reply. 3500	0.40 hrs.	124.00
01/04/2012	DJ	Multiple e-mails from Pej, Andy Patten and others regarding closing issues; e-mail to Andy Patten regarding Timbers objection claim and litigation costs; e-mail to Lehman and Weil regarding Patten's proposed litigation budget. 3500	0.50 hrs.	155.00
01/04/2012	DJ	Multiple emails from Andy Patten regarding the Timbers litigation and attorney fees and signature blocks on documents; e-mail to Tom and Brandon regarding review and reply to Patten; e-mail to Lehman regarding Timbers and Plan Administrator budget. 3500	0.40 hrs.	124.00
01/04/2012	JTJ	Conference call with group and prep re same (to update group on details of liquor structures, entities, Atira entities and questions etc) 3500	1.10 hrs.	341.00
01/04/2012	JTJ	Review and reply to (35+) emails with attachments re liquor, indemnity agreements, Concession agreements and "sub-management" agreements. 3500	3.70 hrs.	1,147.00
01/04/2012	JTJ	Address Lehman's (Buffer, Barry) numerous related questions re Ardvaark, JVLP and Six Shooter licenses. 3500	1.20 hrs.	372.00
01/04/2012	JTJ	Review requested changes to liquor entity relationships and legal services and recommendations re same (re Atira's issues w/ indemnification etc) 3500	1.90 hrs.	589.00
01/04/2012	LJS	Update closing vehicle checklist. 3500	1.90 hrs.	247.00
01/04/2012	LJS	Compare vehicle lien checklist to Moonlight and Lehman closing checklists to confirm lien releases have been prepared for all vehicles listed in both Moonlight and Lehman closing checklists. 3500	1.50 hrs.	195.00

Date	Initials	Description	Hours	Amount
01/04/2012	TES	Work with Brandon H. and Kris B. re document organization and pre-closing checklist and preparation for staged closing. 3500	3.30 hrs.	907.50
01/04/2012	WAF	Revise employment handbook probation language. 3500	0.30 hrs.	93.00
01/04/2012	WAF	Revise McElyea employment contract. 3500	0.30 hrs.	93.00
01/04/2012	WAF	Email to Garrett at Atira re revised documents. 3500	0.30 hrs.	93.00
01/04/2012	WAF	Review employment handbook changes and email to Dorsey. 3500	0.40 hrs.	124.00
01/04/2012	WAF	Review salaried non-contract offer to employees. 3500	0.30 hrs.	93.00
01/04/2012	WAF	Review and revise offer to hourly/seasonal employees with note to Wirth and all. 3500	0.60 hrs.	186.00
01/04/2012	WAF	Review and approve the offer to hourly/full time employees. 3500	0.30 hrs.	93.00
01/04/2012	WAF	Review and propose amendment to employee handbook draft. 3500	0.40 hrs.	124.00
01/04/2012	WAF	Phone conference with Wirth (Dorsey) re changes to employment handbook, offer letter. 3500	0.40 hrs.	124.00
01/04/2012	WAF	Revise employment contract for Wilczynski and call to Garrett re same. 3500	0.50 hrs.	155.00
01/04/2012	WAF	Emails and response re Montana law on unused vacation. 3500	0.40 hrs.	124.00
01/04/2012	WAF	Review and revise new employee handbook. 3500	1.10 hrs.	341.00
01/04/2012	WAF	Conference call re employment issues. 3500	1.40 hrs.	434.00
01/04/2012	WAF	Call to Ronit at Weil re vacation pay. 3500	0.30 hrs.	93.00
01/04/2012	WAF	Revise seasonal offer letter. 3500	0.40 hrs.	124.00
01/04/2012	KJB	Conference call with Garrett and Chris re formation of entities. 3500	0.20 hrs.	36.00
01/04/2012	KJB	Review revised conveyance documents. 3500	1.00 hrs.	180.00

Date	Initials	Description	Hours	Amount
01/04/2012	BJH	Conference call re: closing, Review of Closing doc signatures and MT Moonlight entities structure. 3500	3.20 hrs.	512.00
01/04/2012	KBB	Interoffice conference with Doug re closing logistics re beverage documents. 3500	0.20 hrs.	28.00
01/04/2012	KBB	Attend phone conference re beverage license. 3500	0.70 hrs.	98.00
01/04/2012	KBB	Assist with closing preparation of closing documents and folders. 3500	7.30 hrs.	1,022.00
01/05/2012	DJ	E-mail from and call to Andy Patten regarding closing issues. 0700	0.40 hrs.	124.00
01/05/2012	DJ	Text, e-mail, and calls from Patten regarding Big Problem with Tim Anderson and reply. 3800	0.50 hrs.	155.00
01/05/2012	DJ	Calls to Pej regarding the Tim Anderson problem; review e-mails regarding the Anderson problem; review proposed letter; e-mail from Ronit regarding the Anderson letter and e-mail to Patten. 3800	0.50 hrs.	155.00
01/05/2012	DJ	Call to Tom Buffa regarding closing; call to Pej regarding closing; returned call to Elizabeth regarding closing. 3500	0.50 hrs.	155.00
01/05/2012	DJ	E-mails from and to Brian Barry regarding Lehman's signatures on the closing documents and reply. 3500	0.30 hrs.	93.00
01/05/2012	DJ	Review multiple e-mails and attachments regarding revised closing documents, affidavits, powers of attorney, FIRPTA certificates, UCC lien searches, signature blocks, revisions to documents, indemnity agreements, beverage licenses and the management and submanagement agreements. 3500	1.40 hrs.	434.00
01/05/2012	DJ	Review Patten's revised indemnification agreement on explosives and e-mail comments and concerns to Weil; e-mail from Christina regarding the Tim Anderson letter and his golf claim and reply. 3800	0.50 hrs.	155.00
01/05/2012	JTJ	Review and reply to (40+) emails from Lehman team, Pej R and Weil team, DOR et al re various	2.60 hrs.	806.00

		issues with the liquor licenses. 3500		
01/05/2012	JTJ	Address for Lehman, Atira's issues and push back, DOR questions and followup required, updating diagrams etc. 3500	1.30 hrs.	403.00
01/05/2012	TES	Work on draft documents for Moonlight closing beginning on 1-06-2012; 3500	4.70 hrs.	1,292.50
01/05/2012	WAF	Review pregnancy leave law and conference call with Jamie Cross on several issues. 3500	0.40 hrs.	124.00
01/05/2012	WAF	Call from Garrett at Atira re change in start of employment date. 3500	0.30 hrs.	93.00
01/05/2012	WAF	Revise the hiring letters and do contract amendment to change start date. 3500	1.10 hrs.	341.00
01/05/2012	KJB	Review POA; correspondence to Pej and Andy re same and notary blocks. 3500	0.80 hrs.	144.00
01/05/2012	KJB	Revise revised conveyance documents re beverage license operations. 3500	1.20 hrs.	216.00
01/05/2012	KJB	Review correspondence re changes to management agreement; telephone call with Chris re same. 3500	1.30 hrs.	234.00
01/05/2012	CTS	Emails with Doug and Pej re: beverage license indemnification agreement. 3500	0.40 hrs.	60.00
01/05/2012	CTS	Emails with Garrett Simon re: beverage license documents and indemnification agreement. 3500	0.70 hrs.	105.00
01/05/2012	CTS	Review of revised assignment documents sent by John Burners. 3500	1.10 hrs.	165.00
01/05/2012	CTS	Conference call with Weil to discuss beverage license issues. 3500	0.30 hrs.	45.00
01/05/2012	CTS	Emails with Pej, Doug and John about layering a Lehman entity in the beverage license structure. 3500	0.60 hrs.	90.00
01/05/2012	CTS	Conference call with Doug, Tom, Brandon, Doug, Weil team and Lehman team to go through closing list. 3500	0.50 hrs.	75.00
01/05/2012	CTS	Phone calls with DOR to inquire whether	0.40 hrs.	60.00

sub-management agreements related to
beverage licenses are allowed.

		3500		
01/05/2012	CTS	Emails with Pej and John re: sub-management agreement between MT Moonlight Basin Resort OPS and Moonlight Basin Management, LLC.	0.60 hrs.	90.00
		3500		
01/05/2012	CTS	Emails with Pej re: what happens to MT Moonlight Basin Food & Beverage, LLC at closing.	0.30 hrs.	45.00
		3500		
01/05/2012	CTS	Phone call with Garrett Simon and Katie Bell re: organizational documents of new beverage entities and other beverage documents related to those entities.	0.50 hrs.	75.00
		3500		
01/05/2012	CTS	Update flow chart of final beverage license structure and email to Garrett Simon and Joe Petrash.	0.40 hrs.	60.00
		3500		
01/05/2012	CTS	Email to Garrett Simon and Joe Petrash to highlight what we still need from them in order to submit beverage license transfer applications and obtain temporary operating authority.	0.80 hrs.	120.00
		3500		
01/05/2012	CTS	Review of final versions of Assignments drafted by Weil.	0.40 hrs.	60.00
		3500		
01/05/2012	CTS	Prepare list of closing documents and compile documents for beverage licenses that Doug can take to Bozeman.	0.80 hrs.	120.00
		3500		
01/05/2012	CTS	Followup phone call with Garret Simon and email Pej re: Garret's concerns over indemnification agreement and the Sub-Management agreement between Moonlight Basin Management and MT Moonlight Basin Resort OPS.	0.40 hrs.	60.00
		2000		
01/05/2012	CTS	Response to Andy Patten's questions about the assignment of the various agreements to which JVLP and Aardvark are parties.	0.20 hrs.	30.00
		0700		
01/05/2012	BJH	Review closing documents for closing in Bozeman.	4.40 hrs.	704.00
		3500		
01/05/2012	KBB	Assist with closing preparation. (N/C)	5.90 hrs.	0.00
		3500		

01/06/2012	DJ	Review e-mail and draft explosives indemnity agreement. 3500	0.50 hrs.	155.00
01/06/2012	DJ	Call to Pej regarding explosives indemnity agreement and call to Andy Patten regarding the same. 3500	0.50 hrs.	155.00
01/06/2012	DJ	Review documents for the pre-closing meeting to execute the closing documents. 3500	1.80 hrs.	558.00
01/06/2012	DJ	Multiple e-mails from Pej, Weil, and Team regarding signature blocks and beverage agreements. 3500	0.70 hrs.	217.00
01/06/2012	DJ	Travel to Bozeman for the pre-closing meeting. (billed at 1/2 rate) 3500	2.50 hrs.	387.50
01/06/2012	DJ	Pre-closing meeting with Andy Patten, Russ McElyea, Mike Lilly, and the Moonlight team to review, correct, and execute the closing documents on the Moonlight side. 3500	8.20 hrs.	2,542.00
01/06/2012	DJ	Review Settlement and Sale Agreement to identify problem with deed and correct instrument for pre-closing execution. 3500	1.70 hrs.	527.00
01/06/2012	JTJ	Review (27+) emails from Pej, Tom B, Elizabeth et al re Atira agreements to hold licenses and recommended structure. 2000	3.10 hrs.	961.00
01/06/2012	JTJ	Indemnifications, leases and other arrangements for liquor sales under MT Law. 2000	1.00 hrs.	310.00
01/06/2012	JTJ	Legal services under MT Beverage Code re preparations for Closing, transfer documents re licenses, leases and sub-management agreements and Concession Agreements 2000	1.90 hrs.	589.00
01/06/2012	LJS	Attention to email correspondence re signature blocks. (N/C) 3500	0.20 hrs.	0.00
01/06/2012	LJS	Interoffice conference to confirm signature blocks on lien releases are correct. 3500	0.10 hrs.	13.00
01/06/2012	TES	Travel to Bozeman, Montana, for closing on Moonlight Basin. (billed at 1/2 rate) 3500	2.50 hrs.	343.75
01/06/2012	TES	Attend Moonlight closing at Moonlight Basin	7.50 hrs.	2,062.50

		offices in Bozeman, Montana 3500		
01/06/2012	WAF	Revise Greg Pack employment contract. 3500	0.70 hrs.	217.00
01/06/2012	WAF	Revise Mike Burnett employment contract. 3500	0.60 hrs.	186.00
01/06/2012	WAF	Review emails re issue of Nowakowski's employment. 3500	0.50 hrs.	155.00
01/06/2012	KJB	Correspondence with Joe re Articles; file Articles with Secretary of State. 3500	1.20 hrs.	216.00
01/06/2012	KJB	Review entity signatures; review potential change; correspondence to Barbara re final documents (liquor license entities formation). 3500	0.60 hrs.	108.00
01/06/2012	CTS	Emails with Doug and John re: sub-management agreement re beverage licenses 3500	0.30 hrs.	45.00
01/06/2012	CTS	Emails with Pej and John re: beverage license indemnification agreement and indemnification provision in management agreement between LBHI and Atira. 2000	0.30 hrs.	45.00
01/06/2012	CTS	Correct signature blocks on beverage license documents and redo list of beverage license closing documents. 2000	1.80 hrs.	270.00
01/06/2012	CTS	Email to Russ McElveya with interim concession and management agreements between JVLP and LMFB. 0700	0.20 hrs.	30.00
01/06/2012	CTS	Review revised Assignment documents sent by Elizabeth as they relate to the beverage licenses. 3500	0.80 hrs.	120.00
01/06/2012	CTS	Conference with Katie on status of forming beverage license entities. 2000	0.30 hrs.	45.00
01/06/2012	CTS	Review emails between Lehman, Weil and Moulton Bellingham re: indemnification of beverage license entity owners. 2000	0.40 hrs.	60.00
01/06/2012	CTS	Review assignment of pre-petition contracts as it relates to Moonlight Golf's Bar Lease and to whom it is assigned following closing. 2000	0.30 hrs.	45.00

Invoice# 98247 Page 15

01/06/2012	CTS	Revise deeds that include Moonlight Basin Mezz, LLC to remove the independent manager from the signature blocks. 2000	1.10 hrs.	165.00
01/06/2012	CTS	Conference call with Lehman and Weil to walk through closing list and check status. 3500	1.30 hrs.	195.00
01/06/2012	CTS	Follow-up conference call with Lehman, Weil and Doug James to discuss progress of signing documents.(N/C) 2000	0.80 hrs.	0.00
01/06/2012	CTS	Email to Andy Forsythe re: employment documents in closing list. 3500	0.20 hrs.	30.00
01/06/2012	BOM	Review US criminal code re penalties for violating explosives regulations and laws in preparation for indemnification re-draft. 3500	1.10 hrs.	176.00
01/06/2012	BJH	Review of Closing Docs for correct entity signatures and creation of needed additional signature pages 3500	2.90 hrs.	464.00
01/06/2012	BJH	Travel to Bozeman to attend Pre-Closing. (Billed at 1/2 rate) 3500	2.50 hrs.	200.00
01/06/2012	BJH	Attend preclosing in Bozeman at Moonlight Office to receive and review closing documents from Moonlight Basin, Andy Patten, and Mike Lilly. 3500	7.50 hrs.	1,200.00
01/06/2012	KBB	Assist with closing. 3500	1.50 hrs.	210.00
01/07/2012	DJ	Conference with Lee Poole and his family (Tracy, Lathrop, Tim, and Leesa) and Mike Lilly, Russ McElyea, and Andy Patten to review, correct, and execute documents for the transfer of the Moonlight Basin Resort. 3500	8.00 hrs.	2,480.00
01/07/2012	DJ	Return travel from Bozeman to Billings after the pre-closing meetings.(billed at 1/2 rate) 3500	2.50 hrs.	387.50
01/07/2012	JTJ	Services re closings including continue final review of liquor transfer and related documents and organization of same 2000	3.30 hrs.	1,023.00
01/07/2012	TES	Conclude preliminary closing on Moonlight Basin with Moonlight Debtors execution of closing documentation.	8.00 hrs.	2,200.00

		3500		
01/07/2012	TES	Return travel from Bozeman, Montana, to Billings, Montana, following Moonlight Basin preliminary closing in Bozeman, Montana. (billed at 1/2 rate)	2.50 hrs.	343.75
		3500		
01/07/2012	WAF	Revise employment agreement for Kevin Germain.	0.60 hrs.	186.00
		2000		
01/07/2012	CTS	Conference call with Weil, Lehman, Doug James, and Moonlight Basin to walk through closing document and determine what else is left to do.	2.00 hrs.	300.00
		3500		
01/07/2012	BJH	Travel from Bozeman to Billings. (billed at 1/2 rate)	2.50 hrs.	200.00
		3500		
01/07/2012	BJH	Participate in and attend closing in Bozeman and review closing documents as they were executed.	6.00 hrs.	960.00
		3500		
01/08/2012	DJ	Review closing documents and checklist and call to Andy Patten regarding the open tasks for closing.	0.50 hrs.	155.00
		3500		
01/08/2012	DJ	Call from Tom Buffa regarding closing tasks and the explosives indemnity agreement.	0.50 hrs.	155.00
		3500		
01/08/2012	DJ	Review multiple e-mails from Pej, Elizabeth, John B, John Jones, Chris Sweeney, Steve Brown, Andy Patten, Russ McElyea regarding various closing issues and documents.	1.20 hrs.	372.00
		3500		
01/08/2012	DJ	E-mail to Pej and team regarding questions on remaining task items; reply from Pej.	0.50 hrs.	155.00
		3500		
01/08/2012	DJ	Call to Pej regarding the indemnity agreement for Russ on the explosives permit and new strategy.	0.20 hrs.	62.00
		2000		
01/08/2012	DJ	E-mail executed closing documents to Weil.	0.70 hrs.	217.00
		3500		
01/08/2012	DJ	Call from Pej regarding conversation with Mike Bond regarding Russ McElyea and the indemnity agreement.	0.10 hrs.	31.00
		3500		
01/08/2012	JTJ	(16) Emails from 1/6, 1/7 and 1/8 re closing and tasks for liquor agreements.	1.90 hrs.	589.00

Date	Initials	Description	Hours	Amount
01/08/2012	JTJ	2000 Assist with documents to obtain TOA.	0.80 hrs.	248.00
01/08/2012	JTJ	2000 Begin "to do" task list and checklist for TOA and final approval of license transfers for Atira and Lehman entities	1.90 hrs.	589.00
01/08/2012	BJH	2000 Review of new signature pages and match with Closing Docs and checklist.	3.80 hrs.	608.00
01/09/2012	DJ	3500 E-mails from Andy Patten regarding the explosives permit; e-mail to Russ McElyea regarding the new explosives permit; e-mail from Andy Patten regarding the payment of priority claims; call to Andy Patten regarding the explosives indemnity agreement.	0.50 hrs.	155.00
01/09/2012	DJ	3500 Office conference regarding coordinating the handling of the closing documents and identifying open tasks; e-mail signed documents to Weil.	0.50 hrs.	155.00
01/09/2012	DJ	3500 E-mail to Weil regarding the closing instructions letter and the closing statement; e-mail from Kim Beatty and Andy Patten regarding the Treeline PSC application; call to Andy Patten regarding indemnity agreement; e-mail to Patten regarding the indemnity agreement; and call from Andy Patten regarding closing.	0.50 hrs.	155.00
01/09/2012	DJ	3500 E-mail box one of closing documents to Andy Patten, Mike Lilly, and Malcolm Goodrich--multiple e-mails.	0.40 hrs.	124.00
01/09/2012	DJ	3500 Multiple e-mails regarding the dates on closing documents and call to John B regasrding dates.	0.50 hrs.	155.00
01/09/2012	DJ	3500 Office conference regarding preparation of documents for delivery to Weil, Moonlight and Lilly.	0.70 hrs.	217.00
01/09/2012	DJ	3500 Conference call with team on beverage license employment issues.	0.40 hrs.	124.00
01/09/2012	DJ	3500 Calls to Chris Sweeney and Andy Patten on closing issues; call to Pej.	0.50 hrs.	155.00
01/09/2012	DJ	3500 Review multiple e-mails regarding various	0.50 hrs.	155.00

closing issues including employment matters,
the indemnity explosives permit, and deeds and
title issues.

01/09/2012	DJ	3500 Telephone conference with the Weil team regarding closing issues and the Closing Date Agreement and Plan Administrator issues.	0.40 hrs.	124.00
01/09/2012	JTJ	3500 Review "concessionaire" statute and regulations under MT law regarding a "employee-sharing" or leasing arrangements and review DOR website re same and relevant law	2.20 hrs.	682.00
01/09/2012	JTJ	2000 Review and reply to (16+) emails (with attachments re all 3 licenses, employees etc) from Pej, Brian B, John N et al re liquor employee arrangements at Closing.	2.20 hrs.	682.00
01/09/2012	JTJ	2000 Recommendation to Lehman re pre-TOA and a leasing structure	0.70 hrs.	217.00
01/09/2012	LJS	2000 Review filie for Tom Buffa depositoin transcript to email to Tom Buffa and Odalys Smith.	0.40 hrs.	52.00
01/09/2012	LJS	3800 Continued search of files for a more recent depositoin transcript of Tom Buffa. (N/C)	0.50 hrs.	0.00
01/09/2012	LJS	3800 Email correspondence re Tom Buffa depositoin transcript.	0.20 hrs.	26.00
01/09/2012	TES	3800 Work with Doug James and Brandon Hoskins on closing checklist and closing documents.	2.20 hrs.	605.00
01/09/2012	WAF	3500 Conference with Doug re bar employees, liquor license issues.	0.40 hrs.	124.00
01/09/2012	WAF	3500 Phone conference re employment issues connected to bar operations.	0.40 hrs.	124.00
01/09/2012	WAF	3500 Review leased employee issues for liquor licensed entities.	0.40 hrs.	124.00
01/09/2012	CTS	3500 Emails concerning whether Moonlight Basin Management can loan employees to LMFB to operate beverage licenses.	0.80 hrs.	120.00
01/09/2012	CTS	3500 Phone call with Russ McElyea re: whether Moonlight Basin Management can loan	0.40 hrs.	60.00

		employees to LMFB to run beverage licenses post-closing but before TOA. 3500		
01/09/2012	CTS	Conference call with Lehman, Weil and Russ McElyea re: whether Moonlight Basin Management can loan employees to LMFB to run beverage licenses post-closing but before TOA. 3500	0.50 hrs.	75.00
01/09/2012	CTS	Conference with Andy Forsythe re: employee leasing agreement with respect to Moonlight Basin Management and LMFB. 3500	0.30 hrs.	45.00
01/09/2012	CTS	Review emails between Weil and Moonlight Basin's accountant re: beverage entities' bank accounts. 3500	0.30 hrs.	45.00
01/09/2012	CTS	Review Pej's revised structure of beverage licenses following closing so that he can provide that information to Brian Barry. 2000	0.40 hrs.	60.00
01/09/2012	BOM	Review additional criminal statutes re liability for explosives violations; telephone conference with B. Andersen at ATF re replacing responsible persons on explosives permit. 2000	0.50 hrs.	80.00
01/09/2012	KBB	Interoffice conference with Doug re closing tasks.(N/C) 3500	0.30 hrs.	0.00
01/09/2012	KBB	Assist with closing preparation. 3500	3.30 hrs.	462.00
01/10/2012	DJ	Calls to and from Andy Patten regarding the closing and collecting all closing documents; call to Andy Patten regarding the Plan Administrator signing the one off assignments of post petition contracts; call to Chris Sweeney regarding the status of the transfer documents for the three beverage licenses; call to Pej regarding the status of closing. 3500	0.50 hrs.	155.00
01/10/2012	DJ	Review multiple e-mails on closing issues and open tasks.(beverage issues, title Issues, assignments, etc.) 3500	1.20 hrs.	372.00
01/10/2012	JTJ	Review and reply to (22+) emails regarding liquor entity employees, employ-leasing, Atira issues and related questions from Pej, T Buffa, Atira counsel et al 3500	3.30 hrs.	1,023.00

		2000		
01/10/2012	LJS	Email correspondence with Amanda at Moonlight re certificates of title.	0.20 hrs.	26.00
		3500		
01/10/2012	TES	Work with Kris Boyer re closing documents.	3.10 hrs.	852.50
		3500		
01/10/2012	WAF	Conference with Sweeney re use of leased employees.	0.30 hrs.	93.00
		2000		
01/10/2012	WAF	Review Cross contract and note to Atira.	0.40 hrs.	124.00
		2000		
01/10/2012	WAF	Review Mindy's contract with her changes and note to Atira.	0.60 hrs.	186.00
		2000		
01/10/2012	WAF	Review Montana "leased employee" law and conference with Sweeney re staffing good and beverage operations.	0.40 hrs.	124.00
		2000		
01/10/2012	CTS	Conference call to review status of closing.	0.80 hrs.	120.00
		3500		
01/10/2012	CTS	Research the Montana Professional Employer Organizations and Groups Licensing Act to determine if Moonlight Basin Management will need a license to lease employees to Lone Mountain Food & Beverage to operate the beverage licenses; conference with Andy Forsythe re: the same.	1.20 hrs.	180.00
		3500		
01/10/2012	CTS	Draft employee services agreement between Moonlight Basin Management and Lone Mountain Food & Beverage; emails with Weil and Lehman re: the same.	2.80 hrs.	420.00
		2000		
01/10/2012	BJH	Closing Docs Review and Revisions and Checklist update.	5.10 hrs.	816.00
		3500		
01/10/2012	BOM	Conference with K. Hoke re LEDES format billing.(N/C)	0.10 hrs.	0.00
		4600		
01/10/2012	KBB	Continue assistance with closing preparation.	5.10 hrs.	714.00
		3500		
01/11/2012	DJ	Call from Andy Patten regarding closing issues and personal property tax issues.	0.10 hrs.	31.00
		0700		
01/11/2012	DJ	Conference call with Lehman and Moonlight on closing documents and issues.	0.50 hrs.	155.00
		3500		
01/11/2012	DJ	Conference call regarding the explosives	0.80 hrs.	248.00

		indemnity permit. 3500		
01/11/2012	DJ	Multiple e-mails from Mike Lilly, April Scheuler, Andy Patten and Weil on closing issues including transaction documents, updated schedules to the Settlement Agreement, and title issues and reply.	0.50 hrs.	155.00
		0700		
01/11/2012	DJ	Office conference regarding receipt of additional closing documents and updating closing checklist.	0.30 hrs.	93.00
		3500		
01/11/2012	DJ	Delivery from Andy Patten with additional closing documents; review documents and coordinate for closing.	0.70 hrs.	217.00
		0700		
01/11/2012	DJ	Review executed closing documents and e-mail documents to title company to assist with pro forma title policy.	0.80 hrs.	248.00
		3500		
01/11/2012	DJ	Call to Andy Patten to coordinate closing; call to John Butenas regarding closing.	0.50 hrs.	155.00
		0700		
01/11/2012	DJ	Call to Brian Barry regarding timing on getting signature pages for the closing documents.	0.10 hrs.	31.00
		3500		
01/11/2012	DJ	Multiple e-mails to and from Andy Patten, Mike Lilly, and Russ McElyea regarding missing documents and missing signatures needed for closing.	1.00 hrs.	310.00
		0700		
01/11/2012	DJ	E-mails to and from Weil regarding correcting signature blocks on some of the documents; call to Andy Patten regarding corrections and confirm authorization with an e-mail.	0.40 hrs.	124.00
		0700		
01/11/2012	DJ	Call to Andy Patten regarding closing and conference call with Stuart at American Title regarding closing issues and mechanics.	0.30 hrs.	93.00
		0700		
01/11/2012	DJ	Call and e-mail from Andy Patten regarding closing instructions and Plan Administrator Budget; call to the title company regarding the closing date.	0.40 hrs.	124.00
		0700		
01/11/2012	JTJ	Review and reply to (30+) emails from Tom B, Brian, Eliz M, B Chan, Atira, Patten, Moonlight (McElyea and Bourett) regarding numerous	2.80 hrs.	868.00

		lease, management agreement and "expense-sharing" arrangements and liquor issues (with attachments)		
		0700		
01/11/2012	JTJ	Provide recommendations to Lehman, Atira reps on LLCs and Atira counsel on DOR requirements on "cash flow" and "expense sharing" for licenses.	1.20 hrs.	372.00
		0700		
01/11/2012	TES	Work with Kris Boyer on closing document checklist.	1.20 hrs.	330.00
		3500		
01/11/2012	WAF	Emails re status of employment contracts.	0.30 hrs.	93.00
		2000		
01/11/2012	WAF	Emails re Separation Agreement payments.	0.30 hrs.	93.00
		2000		
01/11/2012	WAF	Conference call re vacation obligation and assumption by Lehman.	0.40 hrs.	124.00
		2000		
01/11/2012	WAF	Review Employer Services Agreement.	0.40 hrs.	124.00
		2000		
01/11/2012	CTS	Emails with Lehman and Weil re: employee services agreement between Moonlight Basin Management and Lone Mountain Food & Beverage.	0.40 hrs.	60.00
		2000		
01/11/2012	CTS	Phone call with Dannette Tenneson at the Department of Revenue re: employee sharing agreement between Moonlight Basin Management and Lone Mountain Food & Beverage.	0.30 hrs.	45.00
		2000		
01/11/2012	CTS	Create checklist of items needed from Atira to obtain temporary operating authority.	0.70 hrs.	105.00
		2000		
01/11/2012	CTS	Email to Garrett Simon and Joe Petrash with a list of items needed to obtain TOA for beverage licenses and various forms to be completed by Garrett and Joe to obtain TOA.	0.70 hrs.	105.00
		2000		
01/11/2012	CTS	Draft letter to DOR submitting Individual Request for Good Standing for Joe Petrash.	0.20 hrs.	30.00
		2000		
01/11/2012	CTS	Phone call with DOR re: individual request for Good Standing for Joe Petrash.	0.10 hrs.	15.00
		2000		
01/11/2012	BJH	Title/Registration research for all Moonlight Entities.	3.20 hrs.	512.00

		2000		
01/11/2012	BJH	Closing document preparation/review/update re updates and revisions from Weil.	3.40 hrs.	544.00
		3500		
01/11/2012	KBB	Continue assistance with closing preparation	3.00 hrs.	420.00
		3500		
01/12/2012	DJ	Call to Andy Patten and multiple e-mails from Mike Lilly regarding execution of missing documents.	0.50 hrs.	155.00
		0700		
01/12/2012	DJ	Review closing date letter agreement and call to Elizabeth to discuss; e-mail letter to Moonlight counsel and Mike Lilly and Malcolm Goodrich.	0.50 hrs.	155.00
		0700		
01/12/2012	DJ	E-mails regarding the closing and delivery of Lehman signature pages.	0.20 hrs.	62.00
		3500		
01/12/2012	DJ	E-mail to Lehman regarding the status of the beverage licenses and timing concerns; reply from Tom Buffa and Pej; office conference regarding the same.	0.50 hrs.	155.00
		3500		
01/12/2012	DJ	Review e-mail checklist and status regarding the beverage licenses and e-mail to Lehman and Weil; office conference about following up with Atira on the beverage licenses; call to Andy Patten regarding the need for continuing cooperation from Poole and Anderson.	0.40 hrs.	124.00
		3500		
01/12/2012	DJ	E-mails from and to Mike Lilly; federal express closing documents from Mike Lilly; call from Mike Lilly regarding closing and beverage issues.	0.50 hrs.	155.00
		0700		
01/12/2012	DJ	Call to Jerry Wine at American Title regarding the pro forma title policy; e-mail from Jerry Wine; call to Stuart at American Title about the pro forma policy.	0.50 hrs.	155.00
		3500		
01/12/2012	DJ	Review pro forma policy and call to John Butenas regarding title issues.	0.50 hrs.	155.00
		3500		
01/12/2012	DJ	E-mails from and to Elizabeth regarding changes to some of the conveyance documents and call from Mike Lilly and e-mail from Mike Lilly regarding the same.	0.50 hrs.	155.00
		3500		
01/12/2012	DJ	Call from Andy Patten regarding the cooperation	0.50 hrs.	155.00

of Tim and Leesa Anderson after January 31, 2012; office conference with John Jones and e-mail to Chris Sweeney regarding beverage issues; e-mail to Andy Patten; call to Andy Patten regarding the beverage issues with Andersons.

3500

01/12/2012	DJ	Review revised settlement statement from American Title and closing instructions.	0.20 hrs.	62.00
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3500

01/12/2012	DJ	Review Weil Closing Instructions and e-mail to Weil Team	0.40 hrs.	124.00
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3500

01/12/2012	DJ	Review Moonlight's closing instructions and exhibit and call to Andy Patten and e-mail to Andy Patten and Mike Lilly with my comments on their closing instructions.	0.70 hrs.	217.00
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0700

01/12/2012	DJ	Call to Andy Patten and e-mail to Andy Patten regarding the Anderson's cooperation.	0.10 hrs.	31.00
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0700

01/12/2012	JTJ	Begin redrafts of Leases, Concession Agreements and Mgmt Agreements for JVLP LLC, Ardvaark LLC and Six Shooter LLC.	2.60 hrs.	806.00
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2000

01/12/2012	JTJ	Services in drafting to address new structures, economic terms of Atira management Agreement and new developments.	1.30 hrs.	403.00
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2000

01/12/2012	LJS	Review titles received from Andy Patten and compare to our checklist.	3.00 hrs.	390.00
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3500

01/12/2012	LJS	Confer with Doug James re vehicle titles received from Andy Patten.	0.20 hrs.	26.00
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3500

01/12/2012	LJS	Email correspondence with Amanda at Moonlight Basin re snowmobiles on Lehman's checklist that we did not receive titles for (titles were re-issued with new title numbers).	0.30 hrs.	39.00
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0700

01/12/2012	CTS	Emails with Lehman, Weil and Russ McElyea re: employee services agreement between Moonlight Basin Management, LLC and Lone Mountain Food & Beverage, LLC.	0.70 hrs.	105.00
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3500

01/12/2012	CTS	Read multiple emails concerning tax indemnification for beverage license entities.	0.90 hrs.	135.00
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3500

Date	Initials	Description	Hours	Amount
01/12/2012	CTS	Emails with Lehman and Weil re: whether current beverage license owners will cooperate until we get TOA. 3500	0.70 hrs.	105.00
01/12/2012	CTS	Emails with Doug, John, and Weil re: whether we can pre-file the beverage license applications and supplement them later. 2000	0.40 hrs.	60.00
01/12/2012	BJH	Closing documents review and preparation with updated checklist for execution at closing. 3500	4.80 hrs.	768.00
01/12/2012	BJH	Email correspondence re signature proper authorization and confirmation after reading entity organization documents. 2000	4.30 hrs.	688.00
01/13/2012	DJ	E-mails to and from Weil regarding conference calls today; e-mail from Tom Buffa; e-mail to and from Andy Patten; call to Tom Buffa regarding Tim Anderson issue. 3500	0.50 hrs.	155.00
01/13/2012	DJ	Call with Andy Patten over open issues and problems re closing. (Tim Anderson, etc.) 0700	0.50 hrs.	155.00
01/13/2012	DJ	Calls to and from Tom Buffa regarding closing issues; e-mail to Lehman on closing issues. 3500	0.50 hrs.	155.00
01/13/2012	DJ	Call to John Butenas and Mike Lilly regarding closing issues including Tim Anderson. 0700	0.40 hrs.	124.00
01/13/2012	DJ	Multiple calls to Andy Patten regarding missing documents, closing issues, the beverage licenses and Tim Anderson's cooperation. 0700	1.20 hrs.	372.00
01/13/2012	DJ	Review of closing documents in preparation for the closing next week. 3500	1.00 hrs.	310.00
01/13/2012	DJ	Calls to Russ McElyea regarding the press release and his changes. 0700	0.20 hrs.	62.00
01/13/2012	DJ	E-mail from Mike Lilly on the closing schedule and reply; call to Mike Lilly regarding the closing plan. 0700	0.50 hrs.	155.00
01/13/2012	DJ	Calls to the title company regarding the pro forma policy and closing on Wednesday. 3500	0.40 hrs.	124.00
01/13/2012	DJ	Multiple e-mails to and from Mike Lilly and Andy Patten over closing documents and additional	0.50 hrs.	155.00

signatures that are needed; letter from Mike Lilly
with additional closing documents.

0700

01/13/2012	DJ	Office conference on coordinating the closing and all of the closing documents.	0.30 hrs.	93.00
		3500		
01/13/2012	DJ	E-mail to Lehman and Weil regarding open issues including Tim Anderson; call to Lehman; e-mail to Weil regarding the missing Lehman signature pages; reply from Weil	0.50 hrs.	155.00
		3500		
01/13/2012	DJ	Multiple e-mails from Elizabeth and Patten regarding missing documents.; call to Patten over missing original certificates; receipt of originals from Patten.	0.20 hrs.	62.00
		3500		
01/13/2012	JTJ	Review and reply to (21+) Emails from Tom B, Brian B, Garrett S of Atira, Atira counsel, Elizabeth M and Bill Chan, M. Bourett of Moonlight, DOR (agent), bank counsel and other team members, and reply re MT law, DOR positions on new agreements and other regulatory matters to assist Closing	3.20 hrs.	992.00
		2000		
01/13/2012	JTJ	Continue redrafts of Leases, Conc Agreements, Mgmt and Sub-Mgmt Agreements for all (3) liquor licenses (Six Shooter, Aardvark and JVLP) incorporating all "redline" comments and new issues raised by Lehman Team.	4.90 hrs.	1,519.00
		2000		
01/13/2012	LJS	Obtain certificates of good standing re Poole Holdings, Moonlight Basin Holdings, Aardvark and Moonlight Basin Ranch, Inc. from Delaware and Montana Secretary of State offices.	0.60 hrs.	78.00
		2000		
01/13/2012	LJS	Obtain certificate of good standing re Sagebrush Property Mgmt LLC and email to Andy Patten.	0.30 hrs.	39.00
		2000		
01/13/2012	TES	Work on closing documentation with Moonlight Basin and closing checklist remaining items.	2.20 hrs.	605.00
		3500		
01/13/2012	CTS	Emails with Tom Buffa and Brian Barry re: status of Atira returning executed beverage license documents.	0.40 hrs.	60.00
		3500		
01/13/2012	CTS	Email to Mike Lilly requesting Lee Poole sign the documents necessary to ensure he's in good standing with the Department of Revenue, which	0.30 hrs.	45.00

		is necessary to transfer his beverage licenses. 3500		
01/13/2012	CTS	Conference call with Atira to discuss beverage license structure and items needed to submit beverage license applications. 3500	0.50 hrs.	75.00
01/13/2012	CTS	Obtain FEINs for new beverage license entities. 3500	0.50 hrs.	75.00
01/13/2012	CTS	Receipt of beverage license application items from Garrett Simon and Joe Petrash; update list of items necessary to submit applications. 3500	0.40 hrs.	60.00
01/13/2012	CTS	Review Doug's list of open issues that must be resolved before closing. 3500	0.30 hrs.	45.00
01/13/2012	CTS	Email to Russ McElyea re: the DOR's approval of the employee services agreement. 0700	0.20 hrs.	30.00
01/13/2012	CTS	Conference with Brandon Hoskins re: beverage license documents needed for closing. 3500	0.30 hrs.	45.00
01/13/2012	CTS	Conferences with John Jones re: how to handle Atira's tax indemnification issues. 3500	0.40 hrs.	60.00
01/13/2012	BJH	Closing documents review/revision and confirmation of receipt of signature pages with proper authorized signatures. 3500	8.40 hrs.	1,344.00
01/13/2012	GTK	Review closing checklist and update and organize closing documents. 3500	2.70 hrs.	432.00
01/14/2012	DJ	Call from John Jones regarding indemnification issues with Atira; call from Tom Buffa. 2000	0.50 hrs.	155.00
01/14/2012	DJ	Work on closing documents; calls to Andy Patten regarding missing items and the status of open items and multiple e-mails to and from team and Lehman on the remaining open items. 3500	2.60 hrs.	806.00
01/14/2012	JTJ	Conference call with Atira representatives and counsel re accountings under liquor LLCs and documents. 2000	1.10 hrs.	341.00
01/14/2012	JTJ	(16+) Emails including replies and recommendations with Tom B, Elizabeth M, Garrett S and Joe P from Atira, M. Gilliland from Atira, et al (all concerning economic terms of liquor agreements and regulations)	1.80 hrs.	558.00

		2000		
01/14/2012	JTJ	Finish new drafts of all JVLP, Aardvark and Six Shooter documents, revisions and editing to insurance, indemnification (liquor) compensation and MT DOR compliance provisions.	6.20 hrs.	1,922.00
		2000		
01/14/2012	CTS	Review changes made by John Jones to various leases, concession agreements, management agreements, and sub-management agreements for beverage license entities.	0.90 hrs.	135.00
		2000		
01/15/2012	DJ	Telephone conference with Lehman and team regarding open items on the closing checklist.	1.00 hrs.	310.00
		3500		
01/15/2012	DJ	Office conference with Andy F. on employment issues that remain open on the closing list; e-mails from Garrett and Andy regarding employment issues; call to Andy Patten regarding the status of closing items.	0.50 hrs.	155.00
		3500		
01/15/2012	DJ	E-mails to Andy Patten and team regarding closing items and the proposed closing agenda.	0.40 hrs.	124.00
		0700		
01/15/2012	DJ	E-mails from and to Andy Patten on the explosives indemnity agreement and closing issues and forward to Weil Team.	0.10 hrs.	31.00
		0700		
01/15/2012	JTJ	Prep for Closing status call with Tom Buffa, John Butenas, Moulton team	0.90 hrs.	279.00
		2000		
01/15/2012	JTJ	Conference call with Tom Buffa, John B, Doug J, Chris S and Elizabeth M re all 'open Closing items'	0.80 hrs.	248.00
		2000		
01/15/2012	JTJ	Review and reply to (11+) emails from Lehman team (Tom B et al) re 'open Closing items', liquor agreements and new structure re "sub-mgmt" and related issues	1.20 hrs.	372.00
		2000		
01/15/2012	JTJ	Legal services re review of Mike Bourett financials for the Resort.	2.90 hrs.	899.00
		1900		
01/15/2012	JTJ	Comments to Bourett on proform P&L, historical sales and gross profits, anticipated 2012 expenses etc) from all three (3) liquor licenses, and redraft and finalize all (12) documents	1.50 hrs.	465.00
		1900		
01/15/2012	CTS	Revisions to to various leases, concession	2.70 hrs.	405.00

agreements, management agreements, and sub-management agreements for beverage license entities based on John Jones comments and comments from Atira.

2000

01/15/2012	CTS	Conference call with Lehman and Weil re: issues to be resolved before closing re beverage and licenses.	0.70 hrs.	105.00
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2000

01/15/2012	CTS	Emails with Lehman, Weil, Atira and John Jones re: beverage license documents.	1.50 hrs.	225.00
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2000

01/15/2012	CTS	Emails with Garrett Simon and Joe Petrash re: items necessary to complete beverage license applications.	0.50 hrs.	75.00
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2000

01/16/2012	DJ	E-mails from and to Mike Lilly regarding signature of Lee Poole and forward to Weil and Lehman teams.	0.20 hrs.	62.00
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0700

01/16/2012	DJ	E-mails from Andy Patten regarding GH and D & O insurance and reply; review Moonlight Closing Letter and call to Andy Patten with comments regarding the treeline assets.	0.50 hrs.	155.00
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0700

01/16/2012	DJ	Telephone conference with John Jones , Moonlight, and Atira and its lawyers regarding beverage licenses and transfer applicaiton.	0.90 hrs.	279.00
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3500

01/16/2012	DJ	Calls to Malcolm Goodrich regarding Tim Anderson signature on documents; call to Andy Patten and Mike Lilly regarding Tim Anderson's signature.	0.50 hrs.	155.00
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0700

01/16/2012	DJ	E-mail from Tom Buffa regarding Tim Anderson and timing on beverage license applicaion and review the Settlement Agreement for applicable language and reply to Tom Buffa.	0.60 hrs.	186.00
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3500

01/16/2012	CTS	Conference call to discuss pending closing issues and beverage license issues.	0.70 hrs.	105.00
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3500

01/16/2012	CTS	Review of multiple emails between John Jones, Mike Bourrett and Lehman re: various fees and tax issues related to beverage license documents.	0.80 hrs.	120.00
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3500

01/16/2012	CTS	Emails and phone call with Mike Lilly re: tax	0.40 hrs.	60.00
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certification for Lee Poole, JVLP, LLC and
Aardvark, LLC.

0700

01/16/2012	BJH	Closing documents review/revision and confirm proper signatories and authorization.	8.30 hrs.	1,328.00
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3500

01/16/2012	BOM	Email communication with D. James re fee application issue. (N/C)	0.10 hrs.	0.00
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4600

01/17/2012	CTS	Conference call with Weil and Lehman re: beverage license documents and other matters.	0.50 hrs.	75.00
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3500

01/17/2012	DJ	Review multiple e-mails regarding the beverage documents and changes and open issues; review multiple e-mails relating to insurance issues; e-mail to Scott Allen regarding the status of insurance at Moonlight.	0.50 hrs.	155.00
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3500

01/17/2012	DJ	Telephone conference with Weil and Moonlight on open issues for closing, beverage licenses, etc.	0.50 hrs.	155.00
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3500

01/17/2012	DJ	Office conference on closing issues and problems, beverage licenses, employment contracts, etc.	0.40 hrs.	124.00
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3500

01/17/2012	DJ	Calls to Bill Chan regarding missing signature pages for the closing documents --the release of all claims.	0.30 hrs.	93.00
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3500

01/17/2012	DJ	E-mails from and to Sophie Stein regarding closing; call to Sophie regarding her e-mail and the transfer of money issues; call to Stuart Anderson at Americanf Title regarding closing issues and plans; call to Andy Patten regarding closing status and issues.	0.50 hrs.	155.00
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3500

01/17/2012	DJ	Telephone conference with Weil regarding closing status, title issues, beverage licenses, etc.	0.50 hrs.	155.00
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3500

01/17/2012	DJ	Call to Andy Patten regarding closing; call to Mike Lilly; e-mail to Moonlight and Weil regarding closing delay.	0.50 hrs.	155.00
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0700

01/17/2012	DJ	Call to Brian Barry regarding closing status; e-mail to Russ McElyea regarding closing.	0.30 hrs.	93.00
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3500

Invoice# 98247 Page 31

01/17/2012	DJ	Work on closing documentation. 3500	0.20 hrs.	62.00
01/17/2012	DJ	Office conference regarding closing issues: employment, title, beverage licenses and documents. 3500	0.50 hrs.	155.00
01/17/2012	DJ	Receipt of additional documents from Weil and Mike Lilly. 3500	0.40 hrs.	124.00
01/17/2012	DJ	Calls regarding closing to John B, Andy Patten, and Mike Lilly and Bill Chan; e-mails from and to Bill Chan, Chris Sweeney and Andy Patten regarding closing issues and documents. 3500	0.50 hrs.	155.00
01/17/2012	DJ	Calls and e-mails to and from Andy Patten regarding open issues on closing task list and closing. 3500	0.50 hrs.	155.00
01/17/2012	JTJ	Prep for conference call with Atira team and their counsel, and Tom B and Brian B of Lehman (review of document drafts for all licenses) 3500	2.90 hrs.	899.00
01/17/2012	JTJ	Conference call with Atira management and counsel re Atira's requests for changes on Lease Concession Agreement. 3500	2.30 hrs.	713.00
01/17/2012	JTJ	Conference call on Atira's requests to restructure, Sub-Management Agreement, and employee-sharing arrangement. 3500	2.10 hrs.	651.00
01/17/2012	JTJ	Review (21+) emails from Garrett S, Dan Sikora, Tom B, John B, Brian, and Weil attorneys on applications, liquor LLCs and restructuring and other MT law matters 2000	2.70 hrs.	837.00
01/17/2012	TES	Work on combining closing documents from Mike Lilly with existing closing documents for final closing. 3500	5.40 hrs.	1,485.00
01/17/2012	CTS	Conference call with John Jones, Mike Gilliland, and Dan Sikora re: revisions to beverage license documents. 2000	1.50 hrs.	225.00
01/17/2012	CTS	Make revisions to lease, concession agreement, management agreement and sub-management agreement related to JVLP license based on previous conference call.	2.20 hrs.	330.00

		2000		
01/17/2012	CTS	Conference call with Doug, Brandon, Lehman and Weil to discuss remaining closing issues re beverage licenses and documents.	0.50 hrs.	75.00
		3500		
01/17/2012	CTS	Review of revisions to Assignment of Post-Petition Contracts sent by Elizabeth.	0.30 hrs.	45.00
		3500		
01/17/2012	CTS	Review of latest revision to LBHI/Atira management entity with respect to beverage license indemnity provision and tax indemnity provision.	0.40 hrs.	60.00
		2000		
01/17/2012	CTS	Phone call with Garrett Simon re: changing the new beverage license entities to corporations rather than LLCs.	0.30 hrs.	45.00
		2000		
01/17/2012	BJH	Closing document preparation with attached new signature pages.	4.20 hrs.	672.00
		2000		
01/17/2012	BJH	Conference call at 8:00 am with WEil and dLehman re remaining closing issues.	0.50 hrs.	80.00
		2000		
01/17/2012	BJH	Conference call at 3:00 pm with Weil and Lehman re remaining closing issues.	0.50 hrs.	80.00
		2000		
01/17/2012	BJH	Phone/email correspondence with Bill Chan, Doug, Mike Lilly, Andy Patten re closing issues and documents.	2.90 hrs.	464.00
		2000		
01/17/2012	KBB	Continue assistance with closing preparation. (N/C)	1.10 hrs.	0.00
		3500		
01/17/2012	GTK	Review and prepare documents for closing.	0.90 hrs.	144.00
		3500		
01/18/2012	DJ	Calls to John B. Elizabeth and Bill Chan regarding closing; review closing checklist and missing documents index.	0.40 hrs.	124.00
		3500		
01/18/2012	DJ	Calls from Sophie at the underwriter regarding bank transfers; calls from Andy Patten regarding closing.	0.50 hrs.	155.00
		3500		
01/18/2012	DJ	E-mails from Mike Lilly and Andy Patten regarding closing documents; e-mail to Mike Lilly and Andy Patten regarding closing documents and missing documents.	0.40 hrs.	124.00
		0700		

Invoice# 98247 Page 33

01/18/2012	DJ	Review open task list and e-mail to team on open items; reply from Brian on letters of credit issues. 3500	0.50 hrs.	155.00
01/18/2012	DJ	Change of plans with the title company and escrow agent for disbursement of funds; calls to Sophie Stein and Yossi, Andy Patten, Mike Lilly and John Butenas regarding reviseing the Closing Instrucionts Letter and regarding wire transfer instructions. 3500	1.10 hrs.	341.00
01/18/2012	DJ	Conference with Andy Patten regarding closing documents. 3500	0.10 hrs.	31.00
01/18/2012	DJ	Review golf documents, certificates, and beverage documents. 3500	0.50 hrs.	155.00
01/18/2012	DJ	Review multiple e-mails regarding the status of the beverage documents. 3500	0.30 hrs.	93.00
01/18/2012	DJ	Multiple calls to and from Andy Patten, Weil, Brandon, and Chris Sweeney regarding open closing issues, beverage licenses, beverage documents, assignments, etc. 3500	0.70 hrs.	217.00
01/18/2012	DJ	Travel from Billings to Bozeman for closing. (billed at 1/2 rate) 3500	3.10 hrs.	480.50
01/18/2012	DJ	Call to Andy Patten, Tom Buffa and John Butenas re closing. 3500	0.50 hrs.	155.00
01/18/2012	DJ	Review multiple e-mails regarding closing tomorrow and documentation issues. 3500	0.50 hrs.	155.00
01/18/2012	DJ	Review closing documents and closing checklist in preparation for closing. 3500	0.80 hrs.	248.00
01/18/2012	JTJ	Prep for conference call to go over latest 'redline versions' of Leases, Concession Agreements, Mgt Agreement and Sub-Mgt agreements for Atira liquor entities by reviewing documents and recommendation under MT law. 2000	2.10 hrs.	651.00
01/18/2012	JTJ	Conference call with Mike G (Atira counsel), G. Simon and Dan S (Atira reps), Chris S (Moulton) and other Atira counsel re all documents pending as of 1/18 and "redline" comments. 2000	3.70 hrs.	1,147.00

01/18/2012	JTJ	Legal drafting services re Atira demands/requests and legal issues for 3 licenses. 2000	2.00 hrs.	620.00
01/18/2012	JTJ	Services regarding redrafts of Mgt and Sub-Mgt Agreements and other documents. 2000	1.00 hrs.	310.00
01/18/2012	JTJ	(19+) Emails with attachments from Jack Manning (Atira MT counsel), Bryan Biesterfeld (Atira CO counsel), Mike G (Atira MN counsel) re liquor laws, regulations and employee arrangements and from Tom B and John B team at Lehman and Weil re closing checklist, liquor applications etc and respond to Atira's questions, objections. 2000	3.90 hrs.	1,209.00
01/18/2012	TES	Work on Moonlight Basin final closing items. 3100	1.90 hrs.	522.50
01/18/2012	CTS	Emails with Lehman re: signature pages for beverage license documents. 3500	0.70 hrs.	105.00
01/18/2012	BJH	Closing documents draft/prep for execution at closing. 3500	1.50 hrs.	240.00
01/18/2012	BJH	Email/phone correspondence re status of closing docs and final execution. 3500	3.30 hrs.	528.00
01/18/2012	KBB	Obtain certificate of authorization from MT Sec of State. 3500	0.50 hrs.	70.00
01/18/2012	GTK	Review documents and prepare for closing. 3500	2.10 hrs.	336.00
01/19/2012	DJ	Call from John Butenas regarding closing and documentation issues; calls from Andy Patten regarding closing issues. 3500	0.50 hrs.	155.00
01/19/2012	DJ	Attend and participate in the Moonlight Basin closing at American Title and Escrow in Bozeman. 3500	5.90 hrs.	1,829.00
01/19/2012	DJ	Travel from Bozeman back to Billings after closing.(billed at 1/2 rate) 3500	2.50 hrs.	387.50
01/19/2012	DJ	Calls to Tom Buffa, John Butenas and Andy Patten re completing closing. 3500	0.50 hrs.	155.00
01/19/2012	DJ	Calls to and from Stewart at American Title about recording Deeds and Assignments and	0.50 hrs.	155.00

the release of funds to Lee Poole; call from Tom Buffa re the same.

3500

01/19/2012	DJ	Review e-mails from team and reply regarding closing and remaining issues.	0.50 hrs.	155.00
		3500		
01/19/2012	JTJ	Legal services re closing checklist for liquor structures.	2.10 hrs.	651.00
		2000		
01/19/2012	JTJ	Legal services re applications to MT DOR, finalizing documents per negotiations with Atira attorneys and other Pre-closing matters.	2.30 hrs.	713.00
		2000		
01/19/2012	JTJ	Conference call with entire Atira team and Atira counsel from CO and MN re Atira's numerous requests to restructure documents for licenses for JVLP, Ardvaark and Six Shooter.	2.30 hrs.	713.00
		2000		
01/19/2012	JTJ	Review and reply to (20+) emails re Closing, DOR applications and employee "leasing" issues.	2.30 hrs.	713.00
		2000		
01/19/2012	JTJ	Legal recommendations re Atira's legal liability and numerous other pre-closing and closing legal matters under MT law and regulations specific to leases, liquor licenses and sale of alcohol.	2.30 hrs.	713.00
		2000		
01/19/2012	LJS	Email correspondence with Amanda Nelson from Moonlight Basin re additional vehicle titles to be transferred.	0.30 hrs.	39.00
		3500		
01/19/2012	CTS	Review various emails from Lehman and Weil re: final closing issues related to Beverage Licenses.	0.60 hrs.	90.00
		3500		
01/19/2012	CTS	Emails with Weil and Lehman re final comments on beverage license documents.	0.80 hrs.	120.00
		3500		
01/19/2012	CTS	Emails with Doug and John Butenas re: employee services agreement between Lone Mountain Food & Beverage and Moonlight Basin Management.	0.50 hrs.	75.00
		2000		
01/19/2012	CTS	Emails with John Butenas and John Jones re: cash flow issues for beverage license entities; phone call with Mike Gilliland re: the same.	0.50 hrs.	75.00
		2000		

01/19/2012	CTS	Emails with Mike Gilliland re: signature pages for beverage license documents. 3500	0.40 hrs.	60.00
01/19/2012	CTS	Receipt of beverage license documents related to JVLP license with Mike Gilliland's revisions. 3500	0.90 hrs.	135.00
01/19/2012	BJH	Confirmation of closing doc information and signature pages during closing. 3500	3.40 hrs.	544.00
01/19/2012	KBB	Run UCC searches & email results. 3500	0.50 hrs.	70.00
01/20/2012	DJ	Finalize and file stipulations for dismissal of the bankruptcy adversary action and the state court foreclosure action and file with courts; e-mail counsel regarding dismissal; e-mail from Clerk of State Court regarding court hearing; review court order and reply. 4000	1.40 hrs.	434.00
01/20/2012	DJ	Review notice of effective date of the plan and motions filed by Andy Patten on behalf of the debtors for compensation, shortened notice, etc. 3500	0.70 hrs.	217.00
01/20/2012	DJ	Review multiple e-mails related to issues on the beverage licenses and the transfer applications. 3500	0.90 hrs.	279.00
01/20/2012	DJ	Review e-mails relating to press inquiries and call to Kimberly with responses and e-mail documents to Kimberly. 3500	0.20 hrs.	62.00
01/20/2012	DJ	Review e-mails on 401K plan termination and reply with resolutions; e-mail dismissal order to Ed McCarthy for third party defendants. 3500	0.25 hrs.	77.50
01/20/2012	JTJ	Services to Lehman and Weil re Closing, document finalization for liquor agreements and underlying documents. 2000	1.90 hrs.	589.00
01/20/2012	JTJ	Numerous legal and related services re DOR "Applications to Transfer" and for Temp Op Authority applications 2000	5.50 hrs.	1,705.00
01/20/2012	JTJ	Review (and reply to) 26+ emails re Closing, DOR issues, liquor closing checklist, and other matters per requests of Atira, Atira counsel, Tom B and John B for Lehman and Weil team. 2000	2.90 hrs.	899.00
01/20/2012	CTS	Revise beverage documents for Aardvark and Six Shooter licenses to incorporate changes	5.30 hrs.	795.00

		made by Atira. 2000		
01/20/2012	CTS	Email to Mike Gilliland re: last revisions to beverage documents. 2000	0.40 hrs.	60.00
01/20/2012	BJH	Post Closing documents review, collection, and confirmation of full authorized documents and proper execution. 3500	4.20 hrs.	672.00
01/21/2012	DJ	Review e-mails from Amanda and Moonlight on vehicle titles; review documents and e-mails on title issues; e-mail to Amanda regarding title issue; e-mail to Lehman and Weil on proposed procedure for handling the title issues. 3500	0.50 hrs.	155.00
01/21/2012	DJ	E-mail from Jerry Wine regarding title issue with road access; e-mail from John B. in response; e-mail to Lehman and Moonlight regarding American Title's roads issue; e-mail from Russ McElyea and respond to Russ and to American Title. 3500	0.60 hrs.	186.00
01/22/2012	JTJ	Continue to finalize DOR Application information and work on applications and attachments for all three (3) licenses at Moonlight Resort 3500	4.30 hrs.	1,333.00
01/23/2012	DJ	Multiple e-mails from Weil and Brian Barry regarding Sagebrush and Moonlight roads. 3500	0.10 hrs.	31.00
01/23/2012	DJ	Office conference regarding beverage license transfer applications. 3500	0.10 hrs.	31.00
01/23/2012	DJ	Review e-mail and application to transfer the JVLP license; e-mail to Tom Buffa and Brian Barry. 3500	0.50 hrs.	155.00
01/23/2012	DJ	Calls to Mike Lilly regarding Lee Poole confidential materials; e-mail to Mike Lilly regarding Lee Poole confidential materials; e-mail to team regarding beverage transfer applications. 0700	0.40 hrs.	124.00
01/23/2012	DJ	Review file materials to identify confidential materials to be returned to Mike Lilly and Lee Poole. 3500	0.90 hrs.	279.00
01/23/2012	DJ	Review and reply to e-mails regarding documentation for the Montana Department of	0.60 hrs.	186.00

		Revenue related to the sale and court approval of the sale. 3500		
01/23/2012	DJ	Review e-mails related to bank accounts for Moonlight Basin LL-I, LLC; e-mail to Lehman and call to Tom Buffa; office conference regarding the number of accounts required by DOR. 3500	0.50 hrs.	155.00
01/23/2012	DJ	Call from Sarah Norcott at the Montana Public Service Commission regarding the status of closing and the transfer of Treeline Springs and the transfer applicaiton. 3500	0.10 hrs.	31.00
01/23/2012	JTJ	(14) telephone calls with G. Simon, Mike B (at Moonlight), DOR agent, DOR auditor and others re applications and attachments 2000	2.10 hrs.	651.00
01/23/2012	JTJ	Legal and related services re finalizing (3) liquor license applications, attachments, background materials etc 2000	3.90 hrs.	1,209.00
01/23/2012	JTJ	Review (12+) emails and reply to same re bank accounts for liquor LLCs, questions from Atira and counsel, questions from DOR and other matters. 2000	1.90 hrs.	589.00
01/23/2012	LJS	Email correspondence re status of vehicle titles and lien releases and process of transfer of titles with Madison County DMV. 3500	0.50 hrs.	65.00
01/23/2012	LJS	Confer with DJ re sending titles to Madison County DMV for transfer. 3500	0.20 hrs.	26.00
01/23/2012	LJS	Draft letter to Madison County enclosing certificates of title and lien releases for transfer of title to Moonlight Basin Resort OPs. 3500	0.50 hrs.	65.00
01/23/2012	CTS	Emails with DOR re: fees for applications and time frame to obtain TOA. 3500	0.90 hrs.	135.00
01/23/2012	CTS	Compile beverage license transfer applications for the licenses owned by JVLP, Aardvark, and Six Shooter, and submit JVLP application to DOR. 2000	6.10 hrs.	915.00
01/23/2012	CTS	Emails to Garrett Simon re: items needed for beverage license applications.	0.30 hrs.	45.00

		3500		
01/23/2012	CTS	Email to Mike Bourrett re: signature cards for beverage license entity bank accounts.	0.30 hrs.	45.00
		3500		
01/24/2012	DJ	Mail from Amanda at Moonlight with vehicle titles; office conference regarding getting new titles for all titled vehicles; revise letter to cournty treasurer regarding new titles for vehicles.	0.40 hrs.	124.00
		3500		
01/24/2012	DJ	E-mail from and to Steve Brown regarding transfer of water rights related to Moonlight properties and reply.	0.10 hrs.	31.00
		3500		
01/24/2012	DJ	Letter to Steve Brown regarding the recorded deeds and the water rights update filings.	0.10 hrs.	31.00
		3500		
01/24/2012	DJ	E-mail from Mike Lilly on confidential Lee Poole materials and reply; e-mail to Weil team and Lehman regarding the return of confidential Lee Poole materials.	0.30 hrs.	93.00
		0700		
01/24/2012	JTJ	Review and reply to numerous (13+) emails from Atira reps, Brian B and Tom B from Lehman, the DOR agent (Dani T) in MT re bank accounts, background information, application attachments for JVLP etc	2.90 hrs.	899.00
		2000		
01/24/2012	JTJ	Continued services re addressing license transfer application conditions, terms, DOR questions and demands (for all 3 licenses at Moonlight resort, primarily JVLP @ Lodge)	2.70 hrs.	837.00
		2000		
01/24/2012	JTJ	Continue finalizing applications for JVLP, Ardvaark and Six Shooter licenses including approving attachments and submittals to DOR under the Beverage Code.	3.30 hrs.	1,023.00
		2000		
01/24/2012	LJS	Revise letter to Madison County per conference with DJ.	0.30 hrs.	39.00
		3500		
01/24/2012	LJS	Email correspondence with DJ re process to transfer vehicle titles.	0.30 hrs.	39.00
		3500		
01/24/2012	LJS	Review titles to determine next step in process for transfer.	0.30 hrs.	39.00
		3500		
01/24/2012	LJS	Confer with DJ re titles need to be signed by MT Moonlight Basin Resort OPS before sending to	0.20 hrs.	26.00

Madison County.

		3500		
01/24/2012	TES	Work on Exhibits for Treeline Springs PSC Application;	2.30 hrs.	632.50
		2000		
01/24/2012	CTS	Complete applications to transfer Aardvark and Six Shooter license and submit to DOR.	3.90 hrs.	585.00
		2000		
01/24/2012	CTS	Receipt of "certificates of good standing" for Garrett Simon, Joe Petrash, Moonlight Basin LL-I, and Moonlight Basin LL-II; submit the same to the DOR.	0.70 hrs.	105.00
		2000		
01/24/2012	CTS	Receipt of DOR request for more information or JVLP, Aardvark and Six Shooter for purposes of obtaining certificates of good standing,"	0.30 hrs.	45.00
		2000		
01/24/2012	CTS	Emails with Mike Lilly and Malcolm Goodrich re: DOR's request for more information.	0.20 hrs.	30.00
		2000		
01/24/2012	CTS	Phone call with DOR re: DOR's request for more information.	0.20 hrs.	30.00
		2000		
01/24/2012	CTS	Emails with DOR re: whether Moonlight Basin LL-I will need separate accounts for the two beverage licenses.	0.30 hrs.	45.00
		2000		
01/24/2012	CTS	Emails with Mike Bourrett re: ABN for beverage license entities and look up proposed names to see if they're available.	0.30 hrs.	45.00
		2000		
01/25/2012	DJ	Review e-mails regarding the beverage license transfer applications and 401k issues; e-mail to Lehman and Weil regarding Lee Poole materials.	0.30 hrs.	93.00
		2000		
01/25/2012	DJ	E-mail from Tom Buffa regarding payment of the golf excrow amounts to members; review recent motions and call to Andy Patten regarding procedures; e-mail to Tom in response.	0.40 hrs.	124.00
		3500		
01/25/2012	DJ	Call from Patten regarding administrative claims and e-mail to Lehman and Weil.	0.30 hrs.	93.00
		0700		
01/25/2012	DJ	E-mail and office conference regarding issues with the signature blocks for titled vehicles; review and revise new signature pages.	0.50 hrs.	155.00
		3500		

Date	Initials	Description	Hours	Amount
01/25/2012	DJ	E-mail from John Butenas regarding the post-closing checklist; review the post-closing checklist and add comments; e-mail to John Butenas with additional items for the Post-Closing checklist. 3500	0.50 hrs.	155.00
01/25/2012	DJ	Review title transfers and call to the Madison County Treasurer's Office. 3500	0.50 hrs.	155.00
01/25/2012	DJ	Calls to Brenda Nordlund in the Attorney General's Office regarding title transfer issues. 3500	0.30 hrs.	93.00
01/25/2012	DJ	Email to Brenda Nordlund regarding title transfer issues and call to Brian Barry regarding the status of title transfers. 3500	0.20 hrs.	62.00
01/25/2012	DJ	Office conference regarding the status of beverage license transfers; e-mail from Chris Sweeney and e-mail to Mike Lilly, Malcolm Goodrich, Andy Patten and Lehman; reply from Mike Lilly; call to Brian Barry regarding new bank accounts for the beverage licenses; review multiple e-mails regarding the status of the beverage license transfer applications. 3500	0.50 hrs.	155.00
01/25/2012	DJ	E-mail from Malcolm Goodrich regarding the status of the beverage license transfers; e-mail from Mike Lilly regarding the beverage license transfers; e-mails from Bill Lamdin and Andy Patten regarding certificate of deposit issues; review dismissal order and e-mail to Weil and Lehman and to Windals Marx. 3500	0.50 hrs.	155.00
01/25/2012	DJ	Work on fee applications; review e-mail regarding billing codes; office conference regarding preparation of motion for the tenth interim period. (N/C) 4600	0.80 hrs.	0.00
01/25/2012	DJ	Draft letter to Mike Lilly, counsel for Lee Poole delivering confidential materials for Lee Poole. 0700	0.10 hrs.	31.00
01/25/2012	JTJ	Continuing legal and administrative services re applications for JVL, Ardvaark and S Shooter licenses 2000	3.30 hrs.	1,023.00
01/25/2012	LJS	Email correspondence with Moonlight re additional titles. 3500	0.20 hrs.	26.00

Date	Initials	Description	Hours	Amount
01/25/2012	LJS	Email correspondence with DJ re signature blocks for titles. 3500	0.20 hrs.	26.00
01/25/2012	LJS	Phone conference with Madison County DMV re signature blocks for titles. 3500	0.20 hrs.	26.00
01/25/2012	LJS	Prepare special signature page for titles. 3500	0.30 hrs.	39.00
01/25/2012	LJS	Email correspondence with DJ re signature pages for titles. 3500	0.20 hrs.	26.00
01/25/2012	BJH	Correspondence and Research re: Vehicle Title Issues- Madison County 3500	1.50 hrs.	240.00
01/25/2012	BOM	Conference with D. James re second fee application. 4600	0.10 hrs.	16.00
01/26/2012	DJ	E-mail from John Butenas regarding conference call on post-closing issues and review of post-closing checklist and conference call with John and Elizabeth regarding post closing issues. 3500	0.70 hrs.	217.00
01/26/2012	DJ	Multiple e-mails from American Title regarding the final title policy and the recorded instruments and e-mail the same to Weil and then to Steve Brown regarding water rights updates. 3500	0.50 hrs.	155.00
01/26/2012	DJ	E-mail from Steve Brown and call to Steve Brown regarding water rights update forms. 3500	0.20 hrs.	62.00
01/26/2012	DJ	Review multiple e-mails regarding the beverage transfer applications; office conference on status of applications. 3500	0.50 hrs.	155.00
01/26/2012	DJ	E-mail from Fisher Court Reporting. 4500	0.10 hrs.	31.00
01/26/2012	DJ	Call to Fisher regarding the transcript of Tom Buffa's deposition. 4500	0.30 hrs.	93.00
01/26/2012	DJ	E-mail to Tom Buffa regarding his deposition and e-mail from Fisher Court Reporting and e-mail deposition transcript to Tom Buffa with instructions. 4500	0.50 hrs.	155.00
01/26/2012	DJ	Office conference regarding the Treeline Springs application; e-mail to Russ McElyea regarding information for the Treeline Springs application.	0.50 hrs.	155.00

		0700		
01/26/2012	DJ	E-mails from the Montana Justice Department regarding vehicle titles.	0.20 hrs.	62.00
		3500		
01/26/2012	DJ	Call from the Title and Registration Bureau of the Department of Justice regarding changes to the title registration documents.	0.30 hrs.	93.00
		3500		
01/26/2012	DJ	Review revised form and e-mail to Lehman with questions.	0.30 hrs.	93.00
		3500		
01/26/2012	JTJ	(16) telephone call with DOR, DOJ, bank where accounts are held for Atira entities, Lehman team and Weil team re licenses.	2.40 hrs.	744.00
		2000		
01/26/2012	JTJ	Address questions on leases, TOA timing and DOJ audit issues.	0.50 hrs.	155.00
		2000		
01/26/2012	JTJ	Legal services re working on issuance of TOA by Montana DOJ for JVLP, Ardvaark and Six Shooter including review of most recent regulations.	3.80 hrs.	1,178.00
		3500		
01/26/2012	JTJ	Review (27+) emails from Atira team, Atira counsel, Brian B and John B, Tom B, Eliz M et al re TOA, license agreements and structure.	3.00 hrs.	930.00
		3500		
01/26/2012	JTJ	Provide guidance on inventory, cash in LLCs accounts and Non-Institutional Lender issues	1.10 hrs.	341.00
		3500		
01/26/2012	LJS	Email correspondence with Moonlight and Doug James signature page or statement of fact for transfer of titles.	0.30 hrs.	39.00
		3500		
01/26/2012	LJS	Prepare title and statement of fact for multiple titled vehicles.	0.40 hrs.	52.00
		3500		
01/26/2012	TES	Work on revisions to draft PSC Application/Petition for Treeline Springs and exhibits thereto.	4.20 hrs.	1,155.00
		3500		
01/27/2012	DJ	E-mail from Steve Brown regarding an error made by the title company and closing agent regarding the water rights update forms; review update forms created by title company; e-mails to and from Steve Brown on how to correct the title company's error.	0.60 hrs.	186.00
		3500		

01/27/2012	DJ	Review status of beverage transfer applications and expected TOA date; e-mail to John Butenas regarding TOA. 3500	0.40 hrs.	124.00
01/27/2012	DJ	Work on Treeline Springs PSC transfer application. 3500	3.20 hrs.	992.00
01/27/2012	DJ	Call from Tom Buffa regarding Lee Poole financial statement. 3500	0.10 hrs.	31.00
01/27/2012	DJ	E-mails from and to Steve Brown regarding water rights update forms. 3500	0.20 hrs.	62.00
01/27/2012	DJ	Office conference regarding conference call on the transfer of beverage assets once we obtain TOA from the Department of Revenue and e-mail to John Jones regarding the same. 3500	0.10 hrs.	31.00
01/27/2012	TES	Draft Treeline Springs asset transfer approval and PSC Application. 3500	3.80 hrs.	1,045.00
01/29/2012	DJ	E-mail from Moonlight Basin regarding Treeline Springs employees and office conference regarding the same; office conference regarding Braxton water rights agreement. 3500	0.10 hrs.	31.00
01/29/2012	LJS	Prepare statements of fact and titles to send to MT Moonlight Bsin Resort OPS. 3500	2.00 hrs.	260.00
01/29/2012	TES	Work on Application and Petition to Montana Public Service Commission for Approval of Treeline Springs Asset Transfer to Moonlight Basin Water & Sewer; 3500	5.40 hrs.	1,485.00
01/30/2012	DJ	Review multiple e-mails regarding the beverage license transfer applications and TOA being granted. 3500	0.50 hrs.	155.00
01/30/2012	DJ	Office conference regarding TOA issues. 3500	0.20 hrs.	62.00
01/30/2012	DJ	Review administrative claims filed; e-mail from and to Christina regarding the administrative claims; call to Andy Patten regarding the administrative claims and his plan. 3500	0.50 hrs.	155.00
01/30/2012	DJ	E-mail to Mike Lilly, Andy Patten, and Russ McElroy regarding TOA being granted by Montana Department of Revenue.	0.40 hrs.	124.00

		0700		
01/30/2012	DJ	Review issues with TOA approval; call to John Butenas regarding TOA approval issues with the leases; e-mail to Patten, Lilly, and Goodrich.	0.30 hrs.	93.00
		3500		
01/30/2012	DJ	Revise letter to Mike Lilly regarding confidential Lee Poole materials.	0.30 hrs.	93.00
		3500		
01/30/2012	DJ	E-mail to and from Ed McCarthy regarding Lee Poole confidential materials.	0.10 hrs.	31.00
		3500		
01/30/2012	DJ	Review materials to send to Lilly.	0.80 hrs.	248.00
		3500		
01/30/2012	DJ	Review application to transfer Treeline Springs to MT Moonlight Basin Water & Sewer LLC and e-mail to Lehman and Weil.	0.70 hrs.	217.00
		3500		
01/30/2012	DJ	Revise affidavit of Tom Buffa in support of the Treeline PSC transfer application.	0.30 hrs.	93.00
		3500		
01/30/2012	JTJ	Work on final details for issuances of TOA for all 3 beverage licenses.	2.40 hrs.	744.00
		2000		
01/30/2012	JTJ	(5) telephone call with DOR and review of documentation requests by DOR and Atira.	1.50 hrs.	465.00
		2000		
01/30/2012	JTJ	Review and reply to (17+) emails from DOR, DOJ, Lehman team (Butenas, Buffa, Barry et al) regarding TOA, operations post-TOA and inventory issues.	1.70 hrs.	527.00
		2000		
01/30/2012	JTJ	Prep for conference call with John Butenas, Tom B and Brian B re LLC cash balances, inventory transfer re liquor, "Non-Institutional Lender" procedures for Lehman to loan monies to Atira LLCs	1.50 hrs.	465.00
		2000		
01/30/2012	LJS	Phone conference with Lisa at Madison County DMV to confirm she is aware of plan to use statements of fact for signature issues on titles.	0.20 hrs.	26.00
		2000		
01/30/2012	LJS	Prepare lien releases for replacement title vehicles.	0.30 hrs.	39.00
		3500		
01/30/2012	LJS	Prepare certificates of title and statements of fact to send to MT Moonlight Basin Resort OPs for signature.	1.30 hrs.	169.00
		3500		

Date	Initials	Description	Hours	Amount
01/30/2012	TES	Complete final draft of Montana PSC Application/Petition for Treeline Springs asset transfer to MB Water and Sewer; 2000	5.10 hrs.	1,402.50
01/30/2012	BJH	Post closing document collection and final confirmation of authorized signatories before originals shipped. 2000	2.50 hrs.	400.00
01/31/2012	DJ	Review golf members' deposit order and e-mail to Lehman and Weil; e-mail from John Butenas regarding beverage licenses and DOJ investigation and reply. 3500	0.40 hrs.	124.00
01/31/2012	DJ	Review multiple administrative expense claims filed in the Moonlight cases. 3800	0.40 hrs.	124.00
01/31/2012	DJ	Telephone conference with Lehman on post closing issues. 3800	0.40 hrs.	124.00
01/31/2012	DJ	Office conference and e-mail regarding beverage licenses and tax issues. 3500	0.20 hrs.	62.00
01/31/2012	DJ	E-mails from Brian Barry regarding golf member deposits and Frontier Stone default at American Bank and call to Andy Patten regarding the same. 3500	0.50 hrs.	155.00
01/31/2012	DJ	Call to Brian Barry in response to his e-mails on the golf members deposits and the Frontier Stone default; review e-mails from Moonlight on the golf members deposits and Frontier Stone default. 3500	0.40 hrs.	124.00
01/31/2012	DJ	Review post closing and closing checklist in preparation of delivery of closing documents; review list of documents to be held in escrow pending PSC approval and TOA approval from the Department of Revenue. 3500	0.50 hrs.	155.00
01/31/2012	DJ	Calls to Andy Patten regarding sign leases. 0700	0.20 hrs.	62.00
01/31/2012	JTJ	Review and reply to (14) emails from Lehman team (J. Butenas, T Buffa, Brian B et al) re TOA, post-TOA and net revenue issues. 2000	1.90 hrs.	589.00
01/31/2012	JTJ	State of Montana, Atira team, et al w/ attachments re TOA, Montana DOJ review and audit procedures.	1.00 hrs.	310.00

		2000		
01/31/2012	JTJ	Legal services and recommendations to Lehman re liquor inventory, loans to Atira entities for inventory and FF&E, cash in debtor accounts and post-TOA operation recommendations.	3.20 hrs.	992.00
		2000		
01/31/2012	BJH	Post Closing documents collection/review/revisions and email/phone correspondence re State of confirmed documents for closing.	4.60 hrs.	736.00
		3500		
01/31/2012	BOM	Begin drafting second interim fee application on behalf of MB.	0.70 hrs.	112.00
		4600		

Total Professional Services

\$158,237.50

EXPENSES

01/05/2012	Federal Express	22.18
	Jack Manning LLP 11/29/11	
01/05/2012	Federal Express	50.29
	John Suckow, Lehman Brothers Holding Inc. 11/30/11	
01/05/2012	Federal Express	47.16
	Dennis Dunne, Milbank Tweed Hadley 11/30/11	
01/05/2012	Federal Express	42.45
	Robert Lemons, Weil Gotshal & Manges LLP 11/30/11	
01/05/2012	Federal Express	47.16
	Elizabeth Gasparini, Office of the United States of the Treasury 11/30/11	
01/05/2012	Federal Express	41.23
	Richard Gitlin, Godfrey & Khan, SC 11/30/11	
01/05/2012	Federal Express	22.62
	Joseph Petrash 12/02/11	
01/05/2012	Federal Express	19.89
	Jerry Wine, American Land Title 12/08/11	
01/05/2012	Federal Express	22.62
	Garrett Simon 12/12/11	
01/05/2012	Federal Express	42.45
	Robert Lemons, Weil Gotshal & Manges LLP 12/19/11	
01/05/2012	Federal Express	47.16
	Elisabebetta G. Gasparini 12/19/11	
01/05/2012	Federal Express	41.23
	Richard Gitlin, Godfrey & Khan, SC 12/19/11	
01/05/2012	Federal Express	50.29

	John Suckow, Lehman Brothers Holding Inc. 12/19/11	
01/05/2012	Federal Express	47.16
	Dennis F. Dunne, Milbank Tweed Hadley 12/19/11	
01/05/2012	Federal Express	15.64
	From Montana Secretary of State to Kris Boyer 12/07/11	
01/09/2012	Doug James	472.51
	Reimburse travel expenses to Bozeman, MT 1/06/11	
	Mileage \$173.16 (312 miles @ \$.555)	
	Lodging \$113.35	
	Meals \$186.00	
01/12/2012	Brandon Hoskins	157.62
	Reimburse mileage to and from Bozeman, MT 01/06/12 (284 miles @ \$.555)	
01/17/2012	Hilton Garden Inn	113.35
	Lodging for Tom Smith in Bozeman, MT 1/06/12	
01/18/2012	Tom Smith	157.62
	Reimburse mileage to and from Bozeman, MT (284 miles @ \$.555)	
01/23/2012	Gambling Control Division	200.00
	Filing Fee	
01/23/2012	Gambling Control Division	200.00
	Filing Fee	
01/23/2012	Gambling Control Division	200.00
	Filing Fee	
01/23/2012	Gambling Control Division	29.95
	Filing Fee	
01/23/2012	Gambling Control Division	29.95
	Filing Fee	
01/23/2012	Gambling Control Division	29.95
	Filing Fee	
01/24/2012	Doug James	346.04
	Reimburse travel expenses to Bozeman, MT 1/19/12	
	Lodging \$131.54	
	Mileage \$171.50 (309 miles @ \$.555)	
	Meals \$43.00	
01/31/2012	United States Post Office	17.93
	Return documents to client	
01/31/2012	Photocopies	72.15

Total Expenses**\$2,586.60****INVOICE SUMMARY**

Forsythe, W. A.	1	18.50 hrs @	310.00	\$5,735.00
James, Doug	1	10.60 hrs @	155.00	\$1,643.00
James, Doug	1	136.45 hrs @	310.00	\$42,299.50
Smith, Thomas E.	1	5.00 hrs @	137.50	\$687.50
Smith, Thomas E.	1	64.90 hrs @	275.00	\$17,847.50
Jones, John T.	1	3.10 hrs @	300.00	\$930.00
Jones, John T.	1	163.30 hrs @	310.00	\$50,623.00
Bell, Katie J.	1	11.60 hrs @	180.00	\$2,088.00
Sweeney, Christopher T	2	84.70 hrs @	150.00	\$12,705.00
Hoskins, Brandon J	2	5.00 hrs @	80.00	\$400.00
Hoskins, Brandon J	2	94.40 hrs @	160.00	\$15,104.00
Marty, Brian O.	2	2.50 hrs @	160.00	\$400.00
Kimmet, George T	2	5.70 hrs @	160.00	\$912.00
Struss, Luanne J.	4	23.50 hrs @	130.00	\$3,055.00
Boyer, Kristine B	4	27.20 hrs @	140.00	\$3,808.00

Professional Services
Expenses

666.25 hrs

\$158,237.50
\$2,586.60

Total balance now due**\$160,824.10****TASK CODE RECAP**

0700	Communciations with Debtors	22.60 hrs	\$6,792.00
1900	Corporate Governance	4.40 hrs	\$1,364.00
2000	General Business Operation	192.40 hrs	\$49,701.00
3100	Misc. Asset Sales/ 363 Issues	1.90 hrs	\$522.50
3500	Plan of Reorg/Implementation	437.15 hrs	\$98,133.00
3800	Bankruptcy Motions/Matters	3.70 hrs	\$884.00
4000	Non-Bankruptcy Litigation	1.40 hrs	\$434.00
4500	Examiner Issues	0.90 hrs	\$279.00
4600	Firm Billing/Fee Applications	1.80 hrs	\$128.00

EXPENSE CODE RECAP

0	559.53
0	689.85
0	113.35
0	17.93
0	1133.79
481	72.15

MOULTONBELLINGHAM

February 29, 2012

27 North 27th Street, Suite 1900
P. O. Box 2559
Billings, Montana 59103-2559

Tax I.D. 81-0387111

LAMCO LLC
1271 AVENUE OF THE AMERICAS
38TH FLOOR
NEW YORK, NY 10020

Invoice# 98262 DJ
Billing through 02/29/2012

**MoonLight Basin Ranch Limited Partnership
(KK/FO)**

Our file# 016173 00001

PROFESSIONAL SERVICES

01/25/2012	CTS	Emails with Mike Bourret re: signature cards for beverage license entity bank accounts. 2000	0.30 hrs.	45.00
01/25/2012	CTS	Review list of post-closing items to determine whether anything is pending related to the beverage licenses. 2000	0.30 hrs.	45.00
01/25/2012	CTS	Emails with Mike Bourrett and Brian Barry re: assumed business names for beverage license entities. 2000	0.40 hrs.	60.00
01/25/2012	CTS	Correct applications for three beverage licenses to reflect business name and FEINs; emails with Department of Justice re: the same. 2000	0.80 hrs.	120.00
01/26/2012	CTS	Review settlement agreement for purposes of sending the Department of Justice the portions that apply to the beverage licenses. 2000	1.20 hrs.	180.00
01/26/2012	CTS	Emails with DOJ re bankruptcy settlement agreement. 2000	0.40 hrs.	60.00
01/26/2012	CTS	Review Moonlight Basin Chapter 11 plan and send to Department of Justice. 2000	0.30 hrs.	45.00
01/26/2012	CTS	Review of bank signature cards sent by Mike; forward to DOR. 2000	0.30 hrs.	45.00
01/26/2012	CTS	Emails with DOR about obtaining temporary operating authority for beverage licenses. 2000	0.50 hrs.	75.00
01/27/2012	CTS	Emails with Doug, John and Weil re: handling inventory for beverage license entities upon	0.40 hrs.	60.00

		issuance of TOA. 2000		
01/27/2012	CTS	Emails with Brian Barry re: beverage license structure. 2000	0.30 hrs.	45.00
01/27/2012	CTS	Emails to DOR and DOJ inquiring as to whether anything else is needed to get TOA. 2000	0.30 hrs.	45.00
01/30/2012	CTS	Receipt of TOA approvals for three beverage licenses. 2000	0.30 hrs.	45.00
01/30/2012	CTS	Email to Lehman, Weil and Moonlight Basin. 2000	0.20 hrs.	30.00
01/30/2012	CTS	Conference with Doug re: agreements that expire upon issuance of TOA. 2000	0.30 hrs.	45.00
01/30/2012	CTS	Phone call with Dept. of Justice re: status of approving various agreements submitted with beverage license applications. 2000	0.30 hrs.	45.00
01/31/2012	CTS	Emails with Weil and Doug James re: inventory issues and provisions of settlement agreement that address inventory. 2000	0.60 hrs.	90.00
01/31/2012	CTS	Review those provisions in settlement agreement. 2000	0.30 hrs.	45.00
01/31/2012	CTS	Review John Jones' comments on how to handle beverage entity cash and inventory and forward to Weil, Lehman and Moonlight. 2000	0.30 hrs.	45.00
02/01/2012	JTJ	(5) Telephone calls with DOJ auditors and DOR licensing agent re floor plans for 3 sites, on-site managers and their duties and knowledge of Beverage Code and other requirements for approval of TOA and final transfer. 0200	2.10 hrs.	651.00
02/01/2012	JTJ	Review (11+) emails from Butenas office, DOJ, DOR of Montana, Weil team (Miami) and others re operations, cash deposits, management of inventory and calculations of "net income" monthly and legal services re same 0200 407	3.10 hrs.	961.00
02/01/2012	DJ	E-mail from John Butenas regarding the Treeline Springs utility transfer applicaiton and e-mail to Christina and Ronit at Weil regarding bankruptcy implications; office conference regarding PSC transfer issues.	0.30 hrs.	93.00

		1600		
02/01/2012	CTS	Phone call with Russ MacElyea re: TOA for beverage licenses and inquiring as to when Moonlight should change its accounting with respect to those licenses.	0.20 hrs.	30.00
		2000		
02/01/2012	BJH	Finalized Closing Documents Review and Confirmation	2.30 hrs.	368.00
		2000		
02/01/2012	TES	Revisions to Montana PSC Application for transfer of Treeline Springs Assets;	3.20 hrs.	880.00
		3100		
02/01/2012	DJ	E-mails from John Butenas regarding the final title insurance policy and issues related to one-off assignments for the sign leases.	0.30 hrs.	93.00
		3500		
02/01/2012	DJ	E-mail to Andy Patten regarding the one-off signatures for the sign leases--post closing issues; review of administrative claims filed.	0.30 hrs.	93.00
		3500		
02/01/2012	DJ	Review closing documents and status of excrow; call to Steve Brown regarding water rights issues.	0.50 hrs.	155.00
		3500		
02/01/2012	DJ	Review and finalize December 2011 invoice and prepare cover letter; office conference on preparation of the next motion for approval of fees. (No Charge)	0.80 hrs.	0.00
		4600		
02/02/2012	TES	Continue revisions to Treeline Springs asset transfer Application before Montana Public Service Commission.	2.80 hrs.	770.00
		3300		
02/03/2012	CTS	Phone call with Dept. of Justice re: agreements submitted with beverage license applications.	0.40 hrs.	60.00
		2000		
02/03/2012	CTS	Emails with Atira and Weil re: on-site representatives for beverage licenses.	0.50 hrs.	75.00
		2000		
02/06/2012	CTS	Emails with Lehman and Atira re: on-site manager for beverage licenses.	0.40 hrs.	60.00
		2000		
02/06/2012	BJH	Final Executed Closing Documents Review	0.60 hrs.	96.00
		2000		
02/06/2012	BJH	Review of Executed Vehicle Titles returned	1.60 hrs.	256.00
		2000		
02/06/2012	DJ	Review e-mail regarding on-site manager for beverage licenses; office conferece with Chris	0.40 hrs.	124.00

Sweeney regarding the same and call and e-mail to Brian Barry regarding the same.

3500

02/06/2012	DJ	E-mail from Tom Buffa regarding his affidavit and changes; call to Tom; review e-mail from Christina regarding changes to the Treeline Springs Applicaiton.	0.50 hrs.	155.00
		3500		
02/07/2012	JTJ	Follow up on State DOJ audit questions and review of overall structure re State questions;	1.90 hrs.	589.00
		1900 205		
02/07/2012	JTJ	Review and reply to (7) emails from various parties on timing, current operations and sale, tax issues on LLCs	1.40 hrs.	434.00
		1900 205		
02/07/2012	LJS	Prepare vehicle titles (signed but not completely filled out) to send to DMV.	2.00 hrs.	260.00
		2000		
02/07/2012	CTS	Emails regarding beverage license inventory and cash.	0.30 hrs.	45.00
		2000		
02/07/2012	BJH	Executed Closing Docs Review	2.00 hrs.	320.00
		2000		
02/07/2012	BJH	Review of returned executed vehicle titles in connection with closing checklist and closing documents.	1.70 hrs.	272.00
		2000		
02/07/2012	DJ	Review Christina's comments to the Treeline Application and office conference on changes.	0.40 hrs.	124.00
		3500		
02/07/2012	BOM	Continue drafting second application for interim compensation on behalf of firm.	0.80 hrs.	128.00
		4600		
02/08/2012	LJS	Prepare vehicle titles, statements of fact, and lien releases to send to Moonlight.	1.50 hrs.	195.00
		2000		
02/08/2012	LJS	Email correspondence with DJ and Brandon Hoskins to advise we did not receive lien releases for two of the titles.	0.20 hrs.	26.00
		2000		
02/08/2012	CTS	Prepare list of documents signed at closing related to beverage licenses.	0.30 hrs.	45.00
		2000		
02/08/2012	DJ	Office conference regarding missing lien releases on titled vehicles; review related e-mail and e-mail to Lehman with a request for additional lien releases.	0.30 hrs.	93.00
		3500		

02/09/2012	JTJ	(11) Emails with DOR, DOJ, outside auditor and banks; work on TOA issues re operations 1900 701	1.90 hrs.	589.00
02/10/2012	JTJ	(3) Telephone calls with D-Marie Neugebauer (and her assistant) at DOJ of Montana re compliance issues on documents for Six Shooter license 0200 28	1.80 hrs.	558.00
02/10/2012	JTJ	Review of MT administrative regulations (ARM Title 42 and MCA Title 16) cited by DOJ of MT (auditor's) re issues and compliance language for Six Shooter license and analysis of same based on previous deals with DOR/DOJ 0200 38	2.90 hrs.	899.00
02/10/2012	CTS	Emails with Joe Petrash re: on-site representative for beverage licenses. 2000	0.20 hrs.	30.00
02/10/2012	CTS	Phone call with Carrie Chapin - on-site representative for beverage licenses. 2000	0.40 hrs.	60.00
02/10/2012	DJ	E-mail from Plan Administrator regarding the golf payments and forward to Lehman and Weil. 3500	0.10 hrs.	31.00
02/10/2012	DJ	Calls to and from Andy Patten regarding third amendment to the DIP, funds he is holding in his trust account, and the golf members deposit funds; e-mail to Lehman and Weil regarding the above. 3500	0.40 hrs.	124.00
02/10/2012	DJ	E-mail from Brian Barry regarding the third amendment to the DIP Agreement; related e-mails from Christina and Pej; review records to locate amendment. 3800	0.50 hrs.	155.00
02/10/2012	DJ	Review records regarding the third amendment to the DIP Loan Agreement; calls to Andy Patten; e-mail to Andy Patten regarding the amendment. 3800	0.50 hrs.	155.00
02/12/2012	DJ	E-mails from Steve Brown and Kevin Germain regarding water rights issues and reply to Steve. 3500	0.30 hrs.	93.00
02/13/2012	JTJ	Review (12) emails between Moulton, DOJ, Russ McElyea (Moonlight mgr), Lehman (Brian Barry et al) regarding status of final TOA, effect of DOR issuing TOA and DOJ audits, specifics on post-transfer operations etc 0200 07	2.40 hrs.	744.00

Date	Initials	Description	Hours	Amount
02/13/2012	LJS	Draft letter to Amanda at Moonlight Basin enclosing titles for transfer. 2000	0.30 hrs.	39.00
02/13/2012	LJS	Phone conference with Amanda at Moonlight re titles. 2000	0.10 hrs.	13.00
02/13/2012	LJS	Revise letter to change address per Amanda's request. 2000	0.10 hrs.	13.00
02/13/2012	LJS	Confer with DJ re titles. 2000	0.10 hrs.	13.00
02/13/2012	DJ	E-mail from Brian regarding the golf members escrow and refund of deposit amounts; call to Andy Patten; call to Brian regarding retainer held by Patten. 3500	0.50 hrs.	155.00
02/13/2012	DJ	E-mail to Patten regarding retainer; call to Patten regarding golf member escrow payments. 3500	0.20 hrs.	62.00
02/13/2012	DJ	Review title work regarding titled vehicles and finalize letter to Moonlight. 3500	0.20 hrs.	62.00
02/13/2012	DJ	E-mail to Jerry Wine and American Title regarding the original deeds. 3500	0.10 hrs.	31.00
02/13/2012	DJ	Work on billing invoices and application. 4600	1.00 hrs.	310.00
02/13/2012	BOM	Continue drafting second interim fee application; conference with K. Hoke re fee application. 4600	0.50 hrs.	80.00
02/14/2012	JTJ	Review questions by Lehman (Brian Barry et al), Atira (Garrett Simon et al), Moonlight (Russ Mc) and others about transfer of assets (cash, inventory, FF&E, supplies) post-"final TOA" 0200 38	0.90 hrs.	279.00
02/14/2012	JTJ	Review of MT law (Admin Rules of MT, MT Code, AG opinions etc) re strategies for transfer of assets, operations of licenses by Lehman designee under Concession Agreement 0200 38	2.90 hrs.	899.00
02/14/2012	DJ	E-mails from Andy Patten and Garrett Simon regarding Tim Anderson and the Waldens and the golf memberships; e-mail to Tom and Brian at Lehman regarding Tim Anderson issues. 0700	0.30 hrs.	93.00
02/14/2012	LJS	Email correspondence with Amanda at Moonlight and with DJ re transfer of vehicle titles and statement of fact form.	0.30 hrs.	39.00

		2000		
02/14/2012	CTS	Review Moonlight Basin Management Agreement to determine who is responsible for obtaining liquor liability insurance.	0.50 hrs.	75.00
		2000		
02/14/2012	CTS	Extract various agreements sent with beverage license applications and send to Brian Barry.	0.50 hrs.	75.00
		2000		
02/14/2012	CTS	Emails with Department of Revenue re: status of beverage license applications.	0.30 hrs.	45.00
		2000		
02/14/2012	CTS	Phone call with Russ MacElyea re: status of beverage license applications.	0.20 hrs.	30.00
		2000		
02/14/2012	BJH	Review of Treeline related documents which must be originals must be kept for later execution or in escrow	0.60 hrs.	96.00
		2000		
02/14/2012	DJ	E-mail from Brian regarding beverage contracts; office conference regarding delivery of the signed beverage contracts to Lehman; e-mail from and to John B regarding the beverage contracts.	0.40 hrs.	124.00
		3500		
02/14/2012	DJ	E-mail to and from Jerry Wine at American Title regarding the final title policy and the recorded deeds; call to John Butenas and Pej regarding the deeds and title policy.	0.50 hrs.	155.00
		3500		
02/14/2012	DJ	E-mail from Jerry Wine at American Title regarding the original deeds; calls to John Butenas and Pej R; call to Sophie Stein at title company; e-mail to Jerry Wine regarding recorded deeds and final owner's policy.	0.50 hrs.	155.00
		3500		
02/14/2012	DJ	E-mail from Brian Barry with a forward from Russ and Amanda at Moonlight regarding vehicle title issues; call to Russ; e-mail to Lehman regarding resolution of the issue.	0.50 hrs.	155.00
		3500		
02/14/2012	BOM	Email communication with D. James re matter descriptions for fee application.	0.10 hrs.	16.00
		4600		
02/15/2012	JTJ	Address legally and after law review specific compliance questions raised by MT DOJ regarding Aardvark liquor license at Moonlight Lodge, specific to language in Lease and attachment, Concession Agreement and	2.70 hrs.	837.00

Sub-Mgt Agreement (questions raised by
D-Marie Neugebauer, Chief Auditor and her
staff)

		0100 38		
02/15/2012	JTJ	Review emails of Brian Barry, John Nastasi et al re operations of Aardvark license and JVL license by Lehman designee and as sub-managed by Atira entities	1.70 hrs.	527.00
		0200 37		
02/15/2012	LJS	Prepare letter to Moonlight enclosing title paperwork for 2 remaining vehicles.	0.20 hrs.	26.00
		2000		
02/15/2012	LJS	Email correspondence with Amanda at Moonlight Basin re additional titles and to confirm she received title work.	0.30 hrs.	39.00
		2000		
02/15/2012	CTS	Phone call with Brian re: insurance issues in beverage license leases.	0.40 hrs.	60.00
		2000		
02/15/2012	CTS	Emails re: insurance issues in beverage license leases.	0.40 hrs.	60.00
		2000		
02/15/2012	CTS	Draft amendments to beverage license lease agreements to reflect insurance language proposed by Scott Allen.	1.60 hrs.	240.00
		2000		
02/15/2012	CTS	Email to John Butenas re: timing for getting final approval on beverage license transfers.	0.20 hrs.	30.00
		2000		
02/15/2012	DJ	E-mail from Moonlight on the motor vehicle titles and delivery to the county treasurer; receipt of original deeds and office conference on delivery of documents to Weil.	0.50 hrs.	155.00
		3500		
02/16/2012	CTS	Emails between Lehman and Atira re: further changes to insurance provision in beverage license lease agreements.	0.30 hrs.	45.00
		2000		
02/16/2012	CTS	Emails with DOR and Moonlight Basin to determine correct addresses for beverage license locations.	0.50 hrs.	75.00
		2000		
02/16/2012	BJH	Review and confirm final executed and returned deeds from title company	1.10 hrs.	176.00
		2000		
02/17/2012	CTS	Emails with DOR and Moonlight Basin employees to determine addresses of beverage license locations.	0.60 hrs.	90.00

		2000		
02/17/2012	DJ	Review and respond to e-mails regarding High Camp memberships and the new golf program; call to Andy Patten regarding the Walden's claim and Tim Anderson's claim.	0.50 hrs.	155.00
		3500		
02/17/2012	DJ	Review Tom Buffa's affidavits (old and new); review e-mail from Tom Buffa regarding his affidavit and e-mail to Ronit at Weil and to Tom Buffa regarding his affidavit and the Montana Public Service Commission application for the transfer of the Treeline Springs assets.	0.50 hrs.	155.00
		3500		
02/19/2012	DJ	Review e-mails from Andy Patten regarding settlement offer relating to the rejection of the golf members contracts. (No Charge)	0.10 hrs.	0.00
		0700		
02/19/2012	CTS	Review of pro forma finacials for three beverage license entities and emails to Atira and Moonlight Basin re: the same. (No Charge)	0.60 hrs.	0.00
		2000		
02/19/2012	DJ	Review multiple e-mails regarding the amendments to the beverage agreements and to and from Montana Department of Revenue regarding approval of the transfer applicaitons for the three beverage licenses.	0.50 hrs.	155.00
		3500		
02/19/2012	DJ	E-mail from Sarah Norcott at the Montana Public Service Commission regarding the Treeline Springs transfer application and reply.	0.20 hrs.	62.00
		3500		
02/20/2012	BJH	Review of Recorded Deeds and Title Documents from Title Company	4.70 hrs.	752.00
		2000		
02/20/2012	DJ	Review e-mails and exhibits on water rights from Steve Brown; call to Steve Brown; office conference on changing the water rights forms to have the correct signature blocks for the new Lehman entities.	0.50 hrs.	155.00
		3500		
02/20/2012	DJ	Review e-mail from Elizabeth regarding the one-off assignments at Moonlight; call to Andy Patten; e-mail to Andy Patten regarding the one-off assignments.	0.20 hrs.	62.00
		3500		
02/20/2012	DJ	Review closing documents for delivery to Pej at Weil and e-mail to Pej to expect delivery.	0.60 hrs.	186.00
		3500		

02/20/2012	DJ	E-mail to Amanda at Moonlight regarding the status of the change of registered owners on the titled vehicles. 3500	0.10 hrs.	31.00
02/20/2012	DJ	Review closing documents for delivery to Weil. 3500	0.70 hrs.	217.00
02/20/2012	DJ	Return call from Andy Patten regarding expenses that should have been paid by Moonlight prior to closing; calls and e-mail to Tom Buffa regarding a revised affidavit related to the Treeline Springs transfer; e-mail from Sarah Norcott at the Montana PSC regarding the transfer applicaiton. 3500	0.50 hrs.	155.00
02/21/2012	CTS	Emails with Mike Bourrett re: proforma income statements for beverage license entities for purposes of beverage license applications. 2000	0.30 hrs.	45.00
02/21/2012	CTS	Emails with DOR re: correct addresses for beverage license entities and whether the DOR can publish notice that we are seeking the transfer of the beverage licenses. 2000	0.50 hrs.	75.00
02/21/2012	TES	Telephone conference call with Sarah Norcott of Montana PSC re Application for transfer of Treeline Springs assets; 3300	0.60 hrs.	165.00
02/21/2012	DJ	Review multiple e-mails from Steve Brown on water rights issues and issues with the Montana Public Service Commission; review related e-mails from Tom Smith and Brandon Hoskins on water righs and PSC issues. 3500	0.30 hrs.	93.00
02/22/2012	LJS	Receive and review email from Amanda re existing liens on 2 titles. 2000	0.20 hrs.	26.00
02/22/2012	LJS	Confer with DJ re procedure to transfer lien from Moonlight Basin to MT Moonlight Basin Resort Ops. 2000	0.20 hrs.	26.00
02/22/2012	LJS	Review Montana Title Manual re procedure to transfer lien. 2000	0.30 hrs.	39.00
02/22/2012	CTS	Phone call with Russ McElyea and Mike Bourrett re: transfer of cash and inventory from current beverage entities to new beverage entities. 2000	0.40 hrs.	60.00
02/22/2012	CTS	Email to Russ McElyea and Mike Bourret re:	0.20 hrs.	30.00

diagram of management and ownership structure for beverage license entities and all documents related to those entities.

2000

02/22/2012	CTS	Compile amendments to leases and signatures and email to Brian Barry.	0.30 hrs.	45.00
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2000

02/22/2012	DJ	E-mail from Amanda regarding title lien issues with two Moonlight vehicles; review title information on the two vehicles; call to Andy Patten regarding plan treatment of the DFS and GMAC liens under the plan.	0.50 hrs.	155.00
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3500

02/22/2012	DJ	E-mail to Amanda at Moonlight to confirm that DFS and GMAC are being paid in the ordinary course under the plan; e-mail to Luanne regarding preparation of certificates of fact for Lehman's signature to consent to the existing liens for the Montana Title and Registration Bureau of the Department of Justice.	0.30 hrs.	93.00
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3500

02/22/2012	DJ	Call from Brian Barry regarding title to the golf assets; conversation with Tom Buffa regarding his affidavit on the transfer of the Treeline Springs assets to the successor entity and the Montana PSC transfer application; research the status of title on the golf assets for Brian and e-mail to Brian.	0.50 hrs.	155.00
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3500

02/22/2012	DJ	Office conference regarding motor vehicle title issues; call to Andy Patten regarding title issues.	0.30 hrs.	93.00
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02/22/2012	DJ	Multiple calls to Brenda Nordlund in the Department of Justice and to her assistant and related e-mail on title and registration problems with two Moonlight vehicles.	0.50 hrs.	155.00
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3500

02/22/2012	DJ	E-mail from Brian Barry regarding rejection of the golf members contracts and plan confirmation; review confirmation order; call and e-mail to Andy Patten on rejection date and reply to Brian Barry.	0.50 hrs.	155.00
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3500

02/22/2012	DJ	E-mail from the Department of Justice on vehicle title issues; call to Patten law firm regarding confirmed plan; e-mail back to the Department of Justice on the plan and title issues.	0.30 hrs.	93.00
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3500

Invoice# 98262 Page 12

02/22/2012	DJ	E-mail from Bob Giesen regarding rejection of the golf contracts and reply. 3500	0.30 hrs.	93.00
02/22/2012	DJ	Research answer to Bob Giesen's question regarding the effective date of termination for executory contracts terminated under the plan. 3500	0.50 hrs.	155.00
02/22/2012	DJ	E-mail from the Montana Department of Justice regarding titled vehicle issues related to third party lien transfers. 3500	0.10 hrs.	31.00
02/23/2012	CTS	Emails with Carrie Chapin re: requirements to be onsite manager for beverage licenses. 2000	0.30 hrs.	45.00
02/23/2012	CTS	Draft letter to DOR re: Carrie Chapin's fingerprint cards and personal/criminal history statement for purposes of being on-site manager for beverage licenses. 2000	0.30 hrs.	45.00
02/23/2012	TES	Work on Exhibits for Application to Transfer Treeline Springs Assets before the Montana Public Service Commission; 3300	4.20 hrs.	1,155.00
02/23/2012	DJ	E-mail from Bob Giesen regarding questions over the rejection of the golf members contracts; call to Andy Patten on Giesen's question; e-mail to Patten on Giesen's questions; call from Patten on golf questions; e-mail reply to Giesen regarding the rejection of the golf members contracts and the Effective Date and the rejection date for the calculation of damages. 3500	0.50 hrs.	155.00
02/24/2012	CTS	Emails with Carrie Chappin re: personal/criminal history statement to be submitted to Department of Revenue for purposes of Carrie being the on-site manager for the three beverage licenses. 2000	0.30 hrs.	45.00
02/24/2012	TES	Work on Montana PSC Application Exhibits for Montana PSC; 3300	2.80 hrs.	770.00
02/24/2012	DJ	Review computer disk and documents from Patten office for delivery to the Title and Registration Bureau of the Department of Justice in Deer Lodge regarding the title and registration changes to two titled vehicles; e-mail to the Title and Registration Bureau with plan information. 3500	0.40 hrs.	124.00

Invoice# 98262 Page 13

Date	Initials	Description	Hours	Amount
02/24/2012	DJ	E-mail to Tom Buffa regarding his affidavit. 3500	0.10 hrs.	31.00
02/25/2012	TES	Work on Exhibits for Montana PSC Application for approval of Treeline Springs assets to MB Moonlight Basin & Sewer; 3300	3.80 hrs.	1,045.00
02/27/2012	CTS	Emails to the DOR, Garret Simon, Joe Petrash and Brian Barry re: amending beverage license documents to include name of on-site manager and correct addresses of beverage operations. 2000	0.40 hrs.	60.00
02/27/2012	DJ	Call to Tom Buffa and to John Nastasi regarding Tom's affidavit for the transfer application for Treeline Springs. 3500	0.10 hrs.	31.00
02/27/2012	DJ	Call from Patten regarding the Walens claim, the Andersons claim and the numerous administrative claims pending. 3500	0.10 hrs.	31.00
02/27/2012	DJ	Call to Tom Buffa regarding his affidavit. 3500	0.10 hrs.	31.00
02/27/2012	DJ	E-mail from Brian Barry regarding obtaining an ALTA survey of the resort; call to Brian regarding the survey and the Treeline Springs affidavit; e-mail to Tom Buffa regarding his affidavit. 3500	0.50 hrs.	155.00
02/27/2012	DJ	Review letter from the Fee Committee on Moulton Bellingham PC's First Interim Fee Application and draft response; call to Patricia Wheeler. 4600	0.80 hrs.	0.00
02/27/2012	BOM	Email communications and conference with D. James re second fee application time entries. 4600	0.20 hrs.	32.00
02/28/2012	JTJ	Review status of DOR and DOJ approvals per Lehman request by review of emails and submittals since issuance of TOA by State DOR; review (7) emails from Atira reps, Russ McElyea and State re operations, inventory, and transfer 0100 205	2.30 hrs.	713.00
02/28/2012	JTJ	Review (7) emails from Atira reps (Simon, Petrasch), Russ McElyea and State re operations, inventory, and transfer of liquor assets 0100 205	1.30 hrs.	403.00
02/28/2012	DJ	E-mail to Pej regarding the return of original Treeline Springs closing documents.	0.10 hrs.	31.00

		3500		
02/28/2012	DJ	Review e-mail and stipulation from Andy Patten resolving the Walden claim; e-mail to Tom Buffa and Brian Barry regarding the settlement.	0.10 hrs.	31.00
		3500		
02/28/2012	DJ	Letter from Mike Lilly with original agreements signed by Lee Poole relating to DNRC matters and biomass study; e-mail to Russ McElyea regarding the new agreements; call to Steve Brown regarding water rights status.	0.30 hrs.	93.00
		3500		
02/28/2012	DJ	Review multiple e-mails regarding amending the beverage agreements to satisfy the Montana Department of Revenue.	0.10 hrs.	31.00
		3500		
02/29/2012	LJS	Phone call to County DMV re 2012 Ski-Doo snowmobiles and confirm it does not need "proof of authority" for whoever signs applications for title, per DJ request.	0.20 hrs.	26.00
		2000		
02/29/2012	LJS	Email correspondence with DJ re 2012 Ski-Doo snowmobiles, "proof of authority" required by DMV.	0.20 hrs.	26.00
		2000		
02/29/2012	DJ	E-mail to Russ McElyea regarding letter and documents from Mike Lilly.	0.10 hrs.	31.00
		3500		
02/29/2012	BOM	Review letter from fee committee re first interim application issues.	0.20 hrs.	32.00
		4600		

Total Professional Services**\$26,472.00****EXPENSES**

02/07/2012	Federal Express	61.85
	John Butenas 12/28/11	
02/07/2012	Federal Express	17.93
	Jerry Wine, American Land Title 12/28/11	
02/07/2012	Federal Express	62.36
	Pej Razavilar, Weil Gotshal & Manges LLP 12/28/11	
02/07/2012	Federal Express	16.51
	From the Secretary of State to Doug James 1/03/12	
02/07/2012	Federal Express	23.30
	From Garrett Simon of the Atira Group to Chris Sweeney 1/06/12	
02/07/2012	Federal Express	23.30
	From Garrett Simon to Doug James 1/19/12	
02/07/2012	CopyRight	288.72

Photocopies

02/13/2012	Bank of America Business Card - Brandon Hoskins	23.98
	Dinner in Bozeman, MT for Lehman Closing	
02/15/2012	Brandon Hoskins	113.35
	Reimburse for lodging in Bozeman for closing	

Total Expenses **\$631.30**

INVOICE SUMMARY

James, Doug	1	21.20 hrs @	310.00	\$6,324.00
Smith, Thomas E.	1	17.40 hrs @	275.00	\$4,785.00
Jones, John T.	1	29.30 hrs @	310.00	\$9,083.00
Sweeney, Christopher T	2	19.00 hrs @	150.00	\$2,850.00
Hoskins, Brandon J	2	14.60 hrs @	160.00	\$2,336.00
Marty, Brian O.	2	1.80 hrs @	160.00	\$288.00
Struss, Luanne J.	4	6.20 hrs @	130.00	\$806.00

Professional Services	111.00 hrs	\$26,472.00
Expenses		\$631.30

Total balance now due	\$27,103.30
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TASK CODE RECAP

0100	General Case Administration	6.30 hrs	\$1,953.00
0200	General Case Strategy Meetings	17.80 hrs	\$5,518.00
0700	Communciations with Debtors	0.40 hrs	\$93.00
1600	Utility Issues	0.30 hrs	\$93.00
1900	Corporate Governance	5.20 hrs	\$1,612.00
2000	General Business Operation	40.40 hrs	\$5,992.00
3100	Misc. Asset Sales/ 363 Issues	3.20 hrs	\$880.00
3300	DIP Financing	14.20 hrs	\$3,905.00
3500	Plan of Reorg/Implementation	17.80 hrs	\$5,518.00
3800	Bankruptcy Motions/Matters	1.00 hrs	\$310.00
4600	Firm Billing/Fee Applications	4.40 hrs	\$598.00

EXPENSE CODE RECAP

0	205.25
0	113.35
0	23.98
0	288.72

MOULTONBELLINGHAM

March 5, 2012

27 North 27th Street, Suite 1900
P. O. Box 2559
Billings, Montana 59103-2559

Tax I.D. 81-0387111

Invoice# 98995 DJ

Billing through 03/31/2012

LAMCO LLC
1271 AVENUE OF THE AMERICAS
38TH FLOOR
NEW YORK, NY 10020

**MoonLight Basin Ranch Limited Partnership
(KK/FO)**

Our file# 016173 00001

PROFESSIONAL SERVICES

03/01/2012	JTJ	Review and reply to (7) emails (with attachments) from Russ McElyea re current deposits of liquor revenues, from Altira reps re inventory, from Lehman team re post-TOA legal issues. 0100 205	2.20 hrs.	682.00
03/01/2012	LJS	Prepare statements of fact for 2 2012 Ski-Doo snowmobiles. 2000	0.40 hrs.	52.00
03/01/2012	LJS	Email correspondence with DJ re statements of fact for 2012 Ski-Doo snowmobiles. 2000	0.20 hrs.	26.00
03/01/2012	CTS	Email to Mike Bourett and Russ MacLyea re: inventory and cash transfer of beverage entities. 2000	0.30 hrs.	45.00
03/01/2012	DJ	Review e-mails from Amanda, Brian Barry and Luanne Struss regarding authority for Jeff Fitts to sign titles; e-mail reply to Amanda, Patten, and Brian regarding no need for proof of authority. 3500	0.50 hrs.	155.00
03/01/2012	DJ	Email from Tom Buffa regarding his affidavit and reply. 3500	0.10 hrs.	31.00
03/01/2012	DJ	Work on exhibits to Buffa Affidavit and prepare for filing PSC transfer application for Treeline Springs. 3500	0.30 hrs.	93.00
03/01/2012	DJ	Email from Amanda regarding title transfers on some of the vehicles. 3500	0.10 hrs.	0.00
03/02/2012	JTJ	Review of MT law (MCA statutes and Admin Rules) regarding deposits of revenues prior to	2.70 hrs.	837.00

DOJ final approval, regarding NIL (lender) rules for Lehman and inventory, regarding questions from Moonlight mgmt and Altira re 'switch-over' after final TOA issues (3/1 and 3/2)

03/02/2012	DJ	0100 Review e-mails and covenants from Mindy at Moonlight property sale.	0.80 hrs.	248.00
03/02/2012	DJ	2000 Emails to Lehman and Mindy regarding covenants; call to Mindy to discuss covenants and amendments.	0.50 hrs.	155.00
03/02/2012	BJH	2000 Correction of signature blocks for Assignments of Moonlight trademarks for proper entity authority	0.40 hrs.	64.00
03/02/2012	TES	2000 Review of Application and Petition with Buffa Affidavit and work on Exhibits.	2.30 hrs.	632.50
03/02/2012	DJ	3100 Review emails from Brian Barry and Amanda regarding title applications for two 2012 snowmobiles; review title applicaitons and Statements of Fact and e-mail to Brian Barry for signature.	0.50 hrs.	155.00
03/02/2012	DJ	3500 Finalize Tom Buffa affidavit and exhibits for PSC application.	1.25 hrs.	387.50
03/02/2012	DJ	3500 Email from Tom Buffa; call to Tom Buffa regarding his affidavit; call from Tom Buffa regarding his affidavit; email to Weil requesting document from the Lehman bankrutpcy; email from Christina with Lehman confirmation order.	0.30 hrs.	93.00
03/02/2012	DJ	3500 Review email from Brian Barry regarding an amendment to the Covenants for the Strawberry Ridge Subdivision.	0.60 hrs.	186.00
03/02/2012	DJ	3500 Email comments to Brian Barry regarding the amendment to the Strawberry Ridge Subdivision Covenants.	0.40 hrs.	124.00
03/02/2012	DJ	3500 Review multiple emails regarding the status of the beverage license transfers and approvals from the Department of Justice and the Department of Revenue.	0.40 hrs.	124.00
03/02/2012	DJ	3500 Email from Brian Barry regarding assignment of	0.50 hrs.	155.00

Trademarks in the U.S. and Canada and review of assignment form and review of Moonlight email regarding the same.

3500

03/02/2012	DJ	Review organizational chart with respect to the assignment of trademarks and review of revised assignment; calls to Plan Administrator Andy Patten; email to Patten regarding assignment form.	0.50 hrs.	155.00
		3500		
03/02/2012	DJ	Email from John Nastasi regarding trademark registration; e-mail to Amanda at Moonlight; multiple e-mails from and to Mindy at Moonlight regarding HOA issues.	0.20 hrs.	62.00
		3500		
03/04/2012	DJ	Review emails from Brian and Mindy regarding the Strawberry Ridge Covenants and reply to Brian.	0.50 hrs.	155.00
		3500		
03/04/2012	DJ	Review revised Trademark assignment and email to Brian Barry.	0.30 hrs.	93.00
		3500		
03/05/2012	CTS	Phone call with Amanda Smethurst re: using the Aardvark beverage license catering endorsement for an upcoming event.	0.30 hrs.	45.00
		2000		
03/05/2012	CTS	Email to DOR on whether an applicant that has obtained TOA can use the license's catering endorsement before obtaining final approval.	0.20 hrs.	30.00
		2000		
03/05/2012	DJ	Review redline of amended HOA covenants for the Strawberry Ridge Subdivision.	1.25 hrs.	387.50
		3500		
03/05/2012	DJ	Email from Brian Barry regarding Strawberry Ridge Covenants and e-mail to Mindy with my comments for consideration.	0.50 hrs.	155.00
		3500		
03/05/2012	DJ	Review Tom Buffa's affidavit and pull related bankruptcy court order and e-mail order to Tom for review and consideration.	0.50 hrs.	155.00
		3500		
03/05/2012	DJ	Call to Andy Patten regarding hearing in the Moonlight case tomorrow on fee applications and objections.	0.10 hrs.	31.00
		3500		
03/05/2012	BOM	Review timesheets for objectionable time entries for calculating voluntary reductions.	0.80 hrs.	128.00
		4600		

Total Professional Services

\$5,641.50

EXPENSES

01/17/2012	Westlaw - Computer Research - December	77.61
01/31/2012	Secretary of State - Montana Fees re: Moonlight Basin 1/06/12	170.00
01/31/2012	Secretary of State - Montana Fees re: Moonlight Basin LLC 1/06/12	170.00
02/28/2012	Federal Express Stacey Rogstad, State of Montana Department of Justice 1/26/12	16.51
02/28/2012	Federal Express Thomas Buffa, Lamco LLC 1/30/12	23.41
02/28/2012	Federal Express Dennis F. Dunne, Milbank Tweed Hadley & 2/01/12	49.65
02/28/2012	Federal Express Robert J. Lemons, Weil Gotshal & Manges LLP 2/01/12	45.00
02/28/2012	Federal Express Elizabeth G. Gasparini, Office of The United States Treasury 2/01/12	54.27
02/28/2012	Federal Express John Suckow, Lehman Brothers Holding Inc. 2/01/12	49.77
02/28/2012	Federal Express Richard Gitlin, Godfrey & Kahn, SC 2/01/12	47.58

Total Expenses

\$703.80

INVOICE SUMMARY

James, Doug	1	10.10 hrs @	310.00	\$3,100.00
Smith, Thomas E.	1	2.30 hrs @	275.00	\$632.50
Jones, John T.	1	4.90 hrs @	310.00	\$1,519.00
Sweeney, Christopher T	2	0.80 hrs @	150.00	\$120.00
Hoskins, Brandon J	2	0.40 hrs @	160.00	\$64.00
Marty, Brian O.	2	0.80 hrs @	160.00	\$128.00
Struss, Luanne J.	4	0.60 hrs @	130.00	\$78.00

Professional Services
Expenses

19.90 hrs

\$5,641.50
\$703.80

Total balance now due

\$6,345.30

TASK CODE RECAP

0100	General Case Administration	4.90 hrs	\$1,519.00
2000	General Business Operation	3.10 hrs	\$665.00

3100	Misc. Asset Sales/ 363 Issues	2.30 hrs	\$632.50
3500	Plan of Reorg/Implementation	8.80 hrs	\$2,697.00
4600	Firm Billing/Fee Applications	0.80 hrs	\$128.00

EXPENSE CODE RECAP

0	286.19
0	340.00
0	77.61

MOULTONBELLINGHAM_{PC}

October 31, 2011

27 North 27th Street
P. O. Box 2559
Billings, MT 59103-2559
406-248-7731

Tax I.D. 81-0387111

Invoice# 96837 DJ

Billing through 10/31/2011

ED DZIADUL
LEHMAN BROTHERS HOLDINGS INC.
1271 6TH AVENUE, 39TH FLOOR
NEW YORK, NY 10020

LCD Lone Mountain Ranch, LLC
Robert L. Burch and Todd Morely
Deed in Lieu/Foreclosure (DJ)(FO)

Our File # 016173 00002

PROFESSIONAL SERVICES

10/07/2011	CTS	Receipt of Temporary Operating Authority Notice from the Department of Revenue.	0.30 hrs.	45.00
10/07/2011	CTS	Emails with DOR about additional info requested; Emails to Patrick Mace, John Jones, Dog James and John Nastasi re: Temporary operating authority.	0.40 hrs.	60.00
10/13/2011	CTS	Receipt of publication request re: Spirits' temporary operating authority status. (No Charge)	0.20 hrs.	0.00
10/19/2011	CTS	Emails with Dani Tenneson at DOR re: certificate to conduct business in Montana.	0.30 hrs.	45.00
10/19/2011	CTS	Emails with Dani Tenneson re: tax certificates for Spirits, Julian Hutton and Dan Gorge	0.30 hrs.	45.00
10/24/2011	JTJ	Review correspondence from State DOR re transfer application	0.60 hrs.	186.00
10/24/2011	JTJ	Services re addressing DOR questions on application for liquor license transfer (ownership structure, NIL lender status, on-site personnel questions, manager background check)	1.90 hrs.	589.00
				\$970.00

BILLING SUMMARY

Total professional services \$970.00

Total balance now due \$970.00

MOULTONBELLINGHAM^{PC}

November 30, 2011

27 North 27th Street, Suite 1900
P. O. Box 2559
Billings, Montana 59103-2559

Tax I.D. 81-0387111

ED DZIADUL
LEHMAN BROTHERS HOLDINGS INC.
1271 6TH AVENUE, 39TH FLOOR
NEW YORK, NY 10020Invoice# 97141 DJ
Billing through 11/30/2011LCD Lone Mountain Ranch, LLC
Robert L. Burch and Todd Morely
Deed in Lieu/Foreclosure (DJ)(FO)

Our file# 016173 00002

PROFESSIONAL SERVICES

10/31/2011	CTS	Conference with Doug James re: issues concerning JVLP, LLC's lease.	0.30 hrs.	45.00
11/01/2011	CTS	Review list of items requested by DOR to complete application.	0.40 hrs.	60.00
11/01/2011	CTS	emails with DOR about documents needed to complete application.	0.40 hrs.	60.00
11/01/2011	CTS	Begin compiling documents requested by DOR to complete beverage license application.	0.50 hrs.	75.00
11/16/2011	CTS	Emails with Constantine Vorobetz re: extension to temporary operating authority time.	0.20 hrs.	30.00

Total Professional Services

\$270.00**BILLING SUMMARY**

Sweeney, Christopher T 1.80 hrs @ 150.00 = \$270.00

Total Professional Services 1.80 hrs \$270.00

Total Expenses \$0.00

Total balance now due**\$270.00**

MOULTONBELLINGHAM^{PC}

December 31, 2011

27 North 27th Street, Suite 1900
P. O. Box 2559
Billings, Montana 59103-2559

Tax I.D. 81-0387111

ED DZIADUL
LEHMAN BROTHERS HOLDINGS INC.
1271 6TH AVENUE, 39TH FLOOR
NEW YORK, NY 10020

Invoice# 97638 DJ
Billing through 12/31/2011

**LCD Lone Mountain Ranch, LLC
Robert L. Burch and Todd Morely
Deed in Lieu/Foreclosure (DJ)(FO)**

Our file# 016173 00002

PROFESSIONAL SERVICES

12/16/2011	JTJ	Work on latest requests from DOR (Dani) re final approvals for entities.	2.70 hrs.	837.00
12/19/2011	CTS	Review file to determine what documents are needed to complete application.	0.60 hrs.	90.00
12/19/2011	CTS	Prepare Good Standing Certificates for LML-MT, LLC and MT 750 Lone Mountain Spirits, LLC	0.30 hrs.	45.00
12/21/2011	CTS	Email to Patrick Mace re: items necessary for final approval of beverage license, along with forms that have to be completed and sent to the DOR.	0.90 hrs.	135.00
12/21/2011	CTS	Email to Julian Hutton and Daniel Gorge at Merlin Hospitality re: items needed for final approval of beverage license application.	0.60 hrs.	90.00
12/28/2011	CTS	Emails with Colleen Accchione re: information needed from Merlin Hospitality to complete beverage license application.	0.50 hrs.	75.00

Total Professional Services

\$1,272.00

BILLING SUMMARY

Jones, John T.	2.70 hrs @	310.00 =	\$837.00
Sweeney, Christopher T	2.90 hrs @	150.00 =	\$435.00

Total Professional Services	5.60 hrs	\$1,272.00
Total Expenses		\$0.00

Total balance now due

\$1,272.00

MOULTONBELLINGHAM

January 31, 2012

27 North 27th Street, Suite 1900
P. O. Box 2559
Billings, Montana 59103-2559

Tax I.D. 81-0387111

ED DZIADUL
LEHMAN BROTHERS HOLDINGS INC.
1271 6TH AVENUE, 39TH FLOOR
NEW YORK, NY 10020

Invoice# 98248 DJ
Billing through 01/31/2012

LCD Lone Mountain Ranch, LLC
Robert L. Burch and Todd Morely
Deed in Lieu/Foreclosure (DJ)(FO)

Our file# 016173 00002

PROFESSIONAL SERVICES

01/05/2012	CTS	Emails with Patrick Mace re: info needed to complete Spirits beverage license application. 2000	0.30 hrs.	45.00
01/24/2012	LJS	Review documents received from Rachel Goetz. 2000	0.30 hrs.	39.00
01/24/2012	LJS	Review past email correspondence with Rachel and my notes re phone conferences with Gallatin County DMV re requirements for transfer of titles. 2000	0.50 hrs.	65.00
01/24/2012	LJS	Email correspondence with Rachel Goetz re additional documents and information needed for transfer of title. 2000	0.30 hrs.	39.00
01/24/2012	CTS	Correspondence with DOJ re: items needed to complete application process; gather supplemental information received so far and send to DOJ. 2000	1.00 hrs.	150.00
Total Professional Services				\$338.00

INVOICE SUMMARY

Sweeney, Christopher T	2	1.30 hrs @	150.00	\$195.00
Struss, Luanne J.	4	1.10 hrs @	130.00	\$143.00

Professional Services	2.40 hrs	\$338.00
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Total balance now due	\$338.00
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TASK CODE RECAP

2000	General Business Operation	2.40 hrs	\$338.00
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EXPENSE CODE RECAP

MOULTONBELLINGHAM

February 29, 2012

27 North 27th Street, Suite 1900
P. O. Box 2559
Billings, Montana 59103-2559

Tax I.D. 81-0387111

ED DZIADUL
LEHMAN BROTHERS HOLDINGS INC.
1271 6TH AVENUE, 39TH FLOOR
NEW YORK, NY 10020

Invoice# 98263 DJ
Billing through 02/29/2012

**LCD Lone Mountain Ranch, LLC
Robert L. Burch and Todd Morely
Deed in Lieu/Foreclosure (DJ)(FO)**

Our file# 016173 00002

PROFESSIONAL SERVICES

01/26/2012	CTS	Emails with Merlin Hospitality re: FEIN for Merlin and on-site managers. 2000	0.30 hrs.	45.00
01/26/2012	CTS	Email to Patrick Mace re: things needed to obtain final approval for Spirits beverage license. 2000	0.80 hrs.	120.00
01/26/2012	CTS	Make corrections to Spirits beverage license application and send to DOJ. 2000	0.60 hrs.	90.00
01/26/2012	CTS	Draft amendment to management agreement identifying Merlin's address, FEIN and telephone number; circulate to Merlin and Patrick Mace. 2000	0.40 hrs.	60.00
01/31/2012	CTS	Emails with Merlin Hospitality re: items needed by DOJ for approval of beverage license application. 2000	0.30 hrs.	45.00
02/01/2012	CTS	Complete business statement for Merlin Hospitality and email to DOJ. 2000	0.30 hrs.	45.00
02/03/2012	CTS	Email from Patrick Mace re: questions on Spirits' beverage license. 2000	0.40 hrs.	60.00
02/06/2012	CTS	Email to Patrick Mace re: questions on beverage license application. 2000	0.40 hrs.	60.00
02/07/2012	LJS	Email correspondence with Rachel re transfer of titles. 2000	0.20 hrs.	26.00
02/07/2012	LJS	Phone conference with Bernie at Gallatin County DMV re issuance of titles. 2000	0.20 hrs.	26.00

Invoice# 98263 Page 2

Date	Initials	Description	Hours	Amount
02/07/2012	LJS	Prepare statements of fact for vehicle titles (they were signed but not completely filled out). 2000	1.00 hrs.	130.00
02/07/2012	LJS	Prepare letter to Gallatin County DMV enclosing titles for issuance of new titles. 2000	0.30 hrs.	39.00
02/07/2012	CTS	Email to Department of Justice to see what further information is required. 2000	0.30 hrs.	45.00
02/08/2012	CTS	Phone call with Patrick Mace re: Spirits beverage license application. 2000	0.50 hrs.	75.00
02/08/2012	CTS	Emails with DOR re: various items sent by Patrick Mace. 2000	0.30 hrs.	45.00
02/08/2012	LJS	Phone conferences with Gallatin County DMV re information needed for issuance of new titles (physical address, articles of organization) (.2). 2000	0.20 hrs.	26.00
02/08/2012	LJS	Review file for articles. 2000	0.30 hrs.	39.00
02/08/2012	LJS	Email correspondence with Rachel Goetz re articles of organization. 2000	0.20 hrs.	26.00
02/08/2012	LJS	Fax articles of organization to Gallatin DMV per their request. 2000	0.10 hrs.	13.00
02/09/2012	LJS	Phone call from Gallatin County DMV re charges. 2000	0.10 hrs.	13.00
02/09/2012	LJS	Email Rachel Goetz re DMV charges and to advise Gallatin County needs payment within one week. 2000	0.20 hrs.	26.00
02/09/2012	CTS	Various emails from the auditor at Dept. of Justice re: Spirits beverage license application. 2000	0.80 hrs.	120.00
02/13/2012	LJS	Receive and review title work for title that had whiteout. 2000	0.20 hrs.	26.00
02/13/2012	LJS	Phone conference with Laura at Gallatin County DMV re additional titlework. 2000	0.20 hrs.	26.00
02/13/2012	LJS	Draft letter to Laura at Gallatin County DMV enclosing paperwork for additional title. 2000	0.30 hrs.	39.00
02/13/2012	LJS	Email Rachel Goetz re additional charges for title.	0.10 hrs.	13.00

Invoice# 98263 Page 3

		2000		
02/14/2012	LJS	Phone conferences with DMV re MV1 form for title that had whiteout.	0.20 hrs.	26.00
		2000		
02/14/2012	LJS	Email correspondence with Rachel re MV1 form and re expedited payment to DMV.	0.30 hrs.	39.00
		2000		
02/14/2012	CTS	Phone call with Carrie Chapin re: Carrie will act as on-site representative for the Moonlight Basin beverage licenses; letter to Carrie Chapin with fingerprint card.	0.50 hrs.	75.00
		2000		
02/15/2012	LJS	2 Phone conferences with Gallatin County DMV re payment, titlework.	0.30 hrs.	39.00
		2000		
02/15/2012	LJS	Email correspondence with Rachel Goetz re payment of fees.	0.20 hrs.	26.00
		2000		
02/16/2012	LJS	Phone call from Gallatin County asking where they should send license plates and registrations for vehicles.	0.10 hrs.	13.00
		2000		
02/16/2012	LJS	Email correspondence with Rachel Goetz to confirm DMV should send vehicle registrations and license plates to NY address.	0.20 hrs.	26.00
		2000		
02/17/2012	LJS	Phone call to Gallatin County DMV to confirm vehicle registrations and license plates should be sent to NY address.	0.10 hrs.	13.00
		2000		
02/27/2012	CTS	Emails to Merlin Hospitality and Patrick Mace re: beverage license application loose ends.	0.40 hrs.	60.00
		2000		

Total Professional Services \$1,595.00

INVOICE SUMMARY

Sweeney, Christopher T	2	6.30 hrs @	150.00	\$945.00
Struss, Luanne J.	4	5.00 hrs @	130.00	\$650.00

Professional Services 11.30 hrs \$1,595.00

Total balance now due **\$1,595.00**

TASK CODE RECAP

2000 General Business Operation 11.30 hrs \$1,595.00

EXPENSE CODE RECAP

MOULTONBELLINGHAM

March 5, 2012

27 North 27th Street, Suite 1900
P. O. Box 2559
Billings, Montana 59103-2559

Tax I.D. 81-0387111

ED DZIADUL
LEHMAN BROTHERS HOLDINGS INC.
1271 6TH AVENUE, 39TH FLOOR
NEW YORK, NY 10020Invoice# 98996 DJ
Billing through 03/31/2012LCD Lone Mountain Ranch, LLC
Robert L. Burch and Todd Morely
Deed in Lieu/Foreclosure (DJ)(FO)

Our file# 016173 00002

PROFESSIONAL SERVICES

03/01/2012	JTJ	Review (6) emails from State of MT regarding follow-up inspections to Lone Mtn Ranch bar area and liquor sales and reply to same. 0100 205	1.60 hrs.	496.00
03/01/2012	JTJ	Review of MT law re questions raised by State in emails referenced in prior entry (specifically the duties and responsibilities of on-site manager, compliance with DOR protocols etc) 0100 205	1.40 hrs.	434.00
Total Professional Services				\$930.00

INVOICE SUMMARY

Jones, John T.	1	3.00 hrs @	310.00	\$930.00
Professional Services				3.00 hrs
				\$930.00
Total balance now due				\$930.00

TASK CODE RECAP

0100	General Case Administration	3.00 hrs	\$930.00
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EXPENSE CODE RECAP

EXHIBIT B

Expenses from October 1, 2011 through March 5, 2012 (by matter)

Summary of Expenses October 2012

Moonlight Basin Ranch

Date	Amount	Narrative
10/7/2011	\$681.60	Charles Fisher Court Reporting, Inc. Rule 2004 exam of Russ McElyea
10/7/2011	\$55.34	Federal Express John Suckow, Lehman Brothers Holding Inc. 9/12/11
10/7/2011	\$52.16	Federal Express Robert J. Lemmons, Weil, Gotshal & Manges LLP 9/12/11
10/7/2011	\$45.69	Federal Express Richard Gitlin, Godfrey & Khan, S.C. 9/12/11
10/7/2011	\$52.16	Federal Express Dennis F. Dunnes, Milbank Tweed Hadley 9/12/11
10/7/2011	\$52.16	Federal Express Elizabeth Gasparini, Office of the United States Treasurer 9/12/11
10/7/2011	\$29.63	Federal Express Pej Razavilar, Weil Gotshal & Manges LLP 9/16/11
10/7/2011	\$29.63	Federal Express Edward R. McCarthy, Weil Gotshal & Manges LLP 9/16/11
10/7/2011	\$29.26	Federal Express Ronit J. Berkovich, Weil Gotshal & Manges LLP 9/16/11
10/7/2011	\$20.10	Federal Express Veronica Wing, Security Title Company 9/20/11
10/7/2011	\$26.52	Federal Express Robert J. Lemmons, Weil Gotshal & Manges LLP 9/22/11
10/7/2011	\$32.43	Federal Express John Suckow, Lehman Brothers Holding Inc. 9/22/11
10/7/2011	\$22.92	Federal Express Gerry Engle 9/22/11
10/7/2011	\$26.77	Federal Express Richard Gitlin, Godfrey & Khan 9/22/11
10/7/2011	\$29.26	Federal Express Elizabeth Gasparini, Office of The United States Treasury 9/22/11
10/7/2011	\$29.26	Federal Express Dennis F. Dunne, Milbank Tweed Hadley 9/22/11
10/7/2011	\$402.55	Charles Fisher Court Reporting, Inc. Depositions of Lee Poole and Tom Buffa
10/7/2011	\$350.00	Fisher Video Conferencing Services Video Depositions of Lee Poole and Tom Buffa
10/7/2011	\$187.50	Fisher Video Conferencing Services Video deposition of Russ McElyea
10/11/2011	\$100.00	Bureau of Alcohol Tobacco Firearms Fee for Permit
10/13/2011	\$413.95	Doug James Travel expenses to Helena, MT 10/06/11 Mileage \$229.50 (450 miles @ \$.51) Lodging \$145.45 Meals \$39.00
10/18/2011	\$684.92	Doug James Reimburse travel to Missoula, MT for hearing 10/16/11 to 10/17/11 Mileage \$371.79 (729 miles @ \$.51) Lodging \$171.13 Meals \$141.00 Parking \$1.00
10/18/2011	\$100.00	Pacer 3rd Quarter Usage Charges

10/28/2011	\$24.00	Ohio Secretary of State
		Filing Fee
10/31/2011	\$67.00	Clerk of Bankruptcy Court
		Certified Copy Fee
10/31/2011	\$38.10	Photocopies
Totals	<u>\$3,582.91</u>	

Summary of Expenses October 2011
Lone Mountain Ranch

Total	<u>\$0.00</u>
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Summary of Expenses November 2011

Moonlight Basin Ranch

<u>Date</u>	<u>Amount</u>	<u>Narrative</u>
11/15/2011	\$54.28	Westlaw - Computer Research - October
1130/11	\$149.40	Photocopies
Total	<u><u>\$203.68</u></u>	

Summary of Expenses November 2011
Lone Mountain Ranch

Total \$0.00

Summary of Expenses December 2011
Moonlight Basin Ranch

Date	<u>Amount</u>	Narrative
12/2/2011	\$35.00	Secretary of State - Montana Fees re: Moonlight Basin Resort OPS LLC 11/07/11
12/5/2011	\$26.33	Federal Express Robert Lemons, Weil Gotshal & Manges LLP 10/25/11
12/5/2011	\$32.19	Federal Express John Suckow, Lehman Brothers Holding Inc. 10/25/11
12/5/2011	\$29.04	Federal Express Dennis F. Dunne, Milbank Tweed Hadley 10/25/11
12/5/2011	\$29.04	Federal Express E. G. Gasparini, Office of the United State Treasurer 10/25/11
12/5/2011	\$26.58	Federal Express Richard Gitlin, Godfrey & Khan 10/25/11
12/5/2011	\$29.71	Federal Express Bernard McCarthy, Clerk of US Bankruptcy Court 10/31/11
12/5/2011	\$48.26	Federal Express Edward R. McCarthy, Weil Gotshal & Manges LLP 11/02/11
12/5/2011	\$27.60	Federal Express Stuart Anderson and Jerry Wine, American Land Title 11/03/11
12/27/2011	\$64.96	Westlaw - Computer Research - November
12/29/2011	\$68.10	Photocopies
Total	<u>\$416.81</u>	

Summary of Expenses December 2011
Lone Mountain Ranch

Total \$0.00

Summary of Expenses January 2012

Moonlight Basin Ranch

<u>Date</u>	<u>Amount</u>	<u>Narrative</u>
1/5/2012	\$22.18	Federal Express Jack Manning LLP 11/29/11
1/5/2012	\$50.29	Federal Express John Suckow, Lehman Brothers Holding Inc. 11/30/11
1/5/2012	\$47.16	Federal Express Dennis Duane, Milbank Tweed Hadley 11/30/11
1/5/2012	\$42.45	Federal Express Robert Lemons, Weil Gotshal & Manges LLP 11/30/11
1/5/2012	\$47.16	Federal Express Elizabeth Gasparini, Office of the United States Treasury 11/30/11
1/5/2012	\$41.23	Federal Express Richard Gittlin, Godfrey & Khan, SC 11/30/11
1/5/2012	\$22.62	Federal Express Joseph Petrash 12/02/11
1/5/2012	\$19.89	Federal Express Jerry Wine, American Land Title 12/08/11
1/5/2012	\$22.62	Federal Express Garrett Simon 12/12/11
1/5/2012	\$42.45	Federal Express Robert Lemons, Weil Gotshal & Manges LLP 12/19/11
1/5/2012	\$47.16	Federal Express Elizabeth Gasparini, Office of the United States Treasury 12/19/11
1/5/2012	\$41.23	Federal Express Richard Gittlin, Godfrey & Khan, SC 12/19/11
1/5/2012	\$50.29	Federal Express John Suckow, Lehman Brothers Holding Inc. 12/19/11
1/5/2012	\$47.16	Federal Express Dennis Duane, Milbank Tweed Hadley 12/19/11
1/5/2012	\$15.64	Federal Express From Montana Secretary of State to Kris Boyer 12/07/11
1/9/2012	\$472.51	Doug James Reimburse travel expense to Bozeman, MT 1/06/11 Mileage \$173.16 (312 miles @ \$.555) Lodging \$113.35 Meals \$186.00
1/12/2012	\$157.62	Brandon Hoskins Reimburse mileage to and from Bozeman, MT (284 miles @ \$.555)
1/17/2012	\$113.35	Hilton Garden Inn Lodging for Tom Smith in Bozeman, MT 1/06/12
1/18/2012	\$157.62	Tom Smith Reimburse mileage to and from Bozeman, MT (284 miles @ \$.555)
1/23/2012	\$200.00	Gambling Control Division Filing Fee
1/23/2012	\$200.00	Gambling Control Division Filing Fee
1/23/2012	\$200.00	Gambling Control Division Filing Fee
1/23/2012	\$29.95	Gambling Control Division Filing Fee

1/23/2012	\$29.95	Gambling Control Division Filing Fee
1/23/2012	\$29.95	Gambling Control Division Filing Fee
1/24/2012	\$346.04	Doug James Reimburse travel expense to Bozeman, MT 1/19/11 Loding \$131.54 Mileage \$171.50 (309 miles @\$.555) Meals \$43.00
1/31/2012	\$17.93	United States Post Office Return documents to client
1/31/2012	\$72.15	Photocopies
Totals	<u>\$2,586.60</u>	

Summary of Expenses January 2012
Lone Mountain Ranch

Total \$0.00

Summary of Expenses February 2012

Moonlight Basin Ranch

<u>Date</u>	<u>Amount</u>	<u>Narrative</u>
2/7/2012	\$61.85	Federal Express John Butenas 12/28/11
2/7/2012	\$17.93	Federal Express Jerry Wine, American Land Title 12/28/11
2/7/2012	\$62.36	Federal Express Pej Razavilar, Weil Gotshal & Manges LLP 12/28/11
2/7/2012	\$16.51	Federal Express From the Secretary of State to Doug James 1/03/12
2/7/2012	\$23.30	Federal Express From Garrett Simon of the Atira Group to Chris Sweeney 1/06/12
2/7/2012	\$23.30	Federal Express From Garrett Simon to Doug James 1/19/12
2/7/2012	\$288.72	CopyRight Photocopies
2/13/2012	\$23.98	Bank of America Business Card - Brandon Hoskins Dinner in Bozeman, MT for Lehman Closing
2/15/2012	\$113.35	Brandon Hoskins Reimburse for lodging in Bozeman for closing
Total	<u><u>\$631.30</u></u>	

Summary of Expenses February 2012
Lone Mountain Ranch

Total \$0.00

Summary of Expenses through March 5,2012
Moonlight Basin Ranch

<u>Date</u>	<u>Amount</u>	<u>Narrative</u>
01/17/12	\$77.61	Westlaw - Computer Research - December
01/31/12	\$170.00	Secretary of State - Montana Fees re Moonlight Basin 1/06/12
01/31/12	\$170.00	Secretary of State - Montana Fees re Moonlight Basin 1/06/12
02/28/12	\$16.51	Federal Express - Stacey Rogstad, State of Montana Department of Justice 1/26/12
02/28/12	\$23.41	Federal Express - Thomas Buffa, Lamco LLC 1/30/12
02/28/12	\$49.65	Federal Express - Dennis F. Dunne, Milbank Tweed Hadley 2/01/12
02/28/12	\$45.00	Federal Express - Robert J. Lemons, Weil Gotshal & Manges LLP 2/01/12
02/28/12	\$54.27	Federal Express - Elizabeth G. Gasparini, Office of the United States Treasury 2/1/12
02/28/12	\$49.77	Federal Express - John Suckow, Lehman Brothers Holding Inc. 2/1/12
02/28/12	\$47.58	Federal Express - Richard Gitlin, Godfrey & Kahn, SC 2/1/12
Total	<u><u>\$703.80</u></u>	

SUMMARY OF EXPENSES THROUGH MARCH 5, 2012

Lone Mountain Ranch

Total \$0.00

EXHIBIT C

**Summary Materials of Moulton Bellingham PC for
October 1, 2011 through March 5, 2012**

MOULTON BELLINGHAM PC

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*Special Counsel for Debtors
and Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re

LEHMAN BROTHERS HOLDINGS INC., *et al.*

Debtors,

Chapter 11 Case No.

08-13555 (JMP)

(Jointly Administered)

**SUMMARY SHEET ACCOMPANYING SECOND INTERIM APPLICATION OF
MOULTON BELLINGHAM PC, SPECIAL COUNSEL TO THE DEBTORS IN
POSSESSION, SEEKING ALLOWANCE AND PAYMENT OF INTERIM
COMPENSATION AND REIMBURSEMENT OF ACTUAL AND NECESSARY
EXPENSES FOR OCTOBER 1, 2011 THROUGH MARCH 5, 2012**

Name of Applicant:	Moulton Bellingham PC (" <u>Moulton</u> ")
Authorized to Provide Professional Services to:	Lehman Brothers Holdings Inc. and its affiliated Debtors (collectively, " <u>Debtors</u> ")
Date of Retention:	Approved on August 15, 2011 <i>Nunc Pro Tunc</i> to March 1, 2011 ¹
Period for Which Compensation and Reimbursement is Sought:	October 1, 2011 to March 5, 2012

¹ Prior to that time, Moulton had been properly retained as an ordinary course professional and was assessing fees in accordance with the Amended OCP Order.

Amount of Professional Fees Sought as Actual, Reasonable, and Necessary: \$421,009.50²

Amount of Expense Reimbursement Sought as Actual, Reasonable, and Necessary: \$8,125.10

Total Amount Sought: \$429,134.60

This is an/a: X Interim ___ Final Application

Total Amount Received for this Application: \$342,560.90

Total Amount Received for All Prior Applications: \$256,072.54³

Aggregate Amount Paid to Date: \$598,633.44

Total Compensation and Expenses Previously Requested and Awarded:

Date	Filed	Period Covered	Requested Fees	Requested Expenses	Approved Fees	Approved Expenses
12/12/11	12/12/11	5/1/11 – 9/30/11	\$350,860.75	\$8,971.00	\$339,210.16 ⁴	\$8,971.00

² Moulton voluntarily reduced the amount of professional fees sought by \$4,486.50, which amount reflects voluntary reductions for time billed in increments of twentieths of an hour, non-working travel time, and time inadvertently billed at the improper rate. See FN 7 and FN 11.

³ The Fee Committee approved Moulton's fees and expenses in the amount of \$348,181.16 for the Ninth Interim Period. To date, Moulton has received \$256,072.54 for fees and expenses incurred during the Ninth Interim Period.

⁴ Moulton and the Fee Committee agreed to a reduction of \$11,650.59 for professional services rendered and no reduction for expenses incurred in the Ninth Interim Period (in addition to Moulton's courtesy discounts in the amount of \$6,610.50).

**SUMMARY OF MONTHLY FEE STATEMENTS
SERVED FROM OCTOBER 1, 2011 THROUGH MARCH 5, 2012**

Moonlight Basin Ranch, L.P. Matter

Period	Fees Requested	Expenses Requested	Fees Paid	Expenses Paid
10/1/2011 - 10/31/2011	\$52,448.40	\$3,582.91	\$52,448.40	\$3,582.91
11/1/2011 - 11/30/2011	\$49,073.60	\$203.68	\$49,073.60	\$203.68
12/1/2011 - 12/31/2011	\$82,294.00	\$416.81	\$82,294.00	\$416.81
1/1/2012 - 1/31/2012	\$126,590.00	\$2,586.60	\$126,590.00	\$2,586.60
2/1/2012 - 2/29/1012	\$21,177.60	\$631.30	\$21,177.60	\$631.30
3/1/2012 - 3/5/2012	\$4,513.20	\$703.80	\$0.00	\$0.00
Totals:	<u>\$336,096.80</u>	<u>\$8,125.10</u>	<u>\$331,583.60</u>	<u>\$7,421.30</u>

Lone Mountain Ranch Matter

Period	Fees Requested	Expenses Requested	Fees Paid	Expenses Paid
10/1/2011 - 10/31/2011	\$776.00	\$0.00	\$776.00	\$0.00
11/1/2011 - 11/30/2011	\$216.00	\$0.00	\$216.00	\$0.00
12/1/2011 - 12/31/2011	\$1,017.60	\$0.00	\$1,017.60	\$0.00
1/1/2012 - 1/31/2012	\$270.40	\$0.00	\$270.40	\$0.00
2/1/2012 - 2/29/1012	\$1,276.00	\$0.00	\$1,276.00	\$0.00
3/1/2012 - 3/5/2012	\$744.00	\$0.00	\$0.00	\$0.00
Totals:	<u>\$4,300.00</u>	<u>\$0.00</u>	<u>\$3,556.00</u>	<u>\$0.00</u>

**SUMMARY OF PROFESSIONALS PROVIDING SERVICES
FROM OCTOBER 1, 2011 THROUGH MARCH 5, 2012**

<u>Timekeeper</u>	<u>Title</u>	<u>Year Admitted</u>	<u>Rate⁵</u>	<u>Hours</u>	<u>Amount⁶</u>
<u>Shareholders</u>					
Doug James	Senior Shareholder	1982	\$310.00	455.70	\$141,267.00
Doug James	Senior Shareholder	1982	\$155.00 (travel)	10.60	\$1,643.00
John Jones	Senior Shareholder	1984	\$310.00	388.40	\$120,404.00
John Jones	Senior Shareholder	1984	\$300.00	3.10	\$930.00
Andy Forsythe	Senior Shareholder	1979	\$310.00	54.10	\$16,771.00
Andy Forsythe	Senior Shareholder	1979	\$225.00	1.0	\$225.00
Tom Smith	Senior Shareholder	1984	\$275.00	193.90	\$53,322.50
Tom Smith	Senior Shareholder	1984	\$137.50 (travel)	5.0	\$687.50
Duncan Peete	Shareholder	1991	\$250.00	0.90	\$225.00
Katie Bell	Shareholder	2006	250.00 ⁷	9.90	\$2,475.00
Katie Bell	Shareholder	2006	180.00	56.22	\$10,120.00
<u>Blended Rate</u>			<u>\$295.27</u>		
<u>Totals</u>				<u>1,178.82</u>	<u>\$348,070.00</u>

⁵ Moulton did not increase its hourly rates for shareholders, associates, or paralegals in 2012.

⁶ Moulton's fees in this column total \$425,557.00. Moulton bookkeepers have been unable to reconcile this figure with the total fees included in the Monthly Statements, \$425,496.00, and therefore Moulton has made a voluntary deduction of the \$61.00 difference.

⁷ Katie Bell is a tax LLM whose billing rate increased from \$180 to 250 per hour upon becoming a shareholder in January 2012. During the Tenth Interim Period, 9.90 hours of Ms. Bell's time was inadvertently billed at her new hourly rate of \$250. Moulton is not seeking compensation for the increase in Ms. Bell's hourly rate; accordingly, Moulton has made a voluntary deduction of \$693.00 to reflect her previous hourly rate of \$180.00. This is consistent with Moulton's pledge to not raise rates in 2012.

<u>Associates</u>					
Chris Sweeney	Associate	2008	\$150.00	212.90	\$31,935.00
Brian Marty	Associate	2010	\$160.00	52.00	\$8,320.00
Brandon Hoskins	Associate	2010	\$160.00	126.7	\$20,272.00
Brandon Hoskins	Associate	2010	\$80.00 (travel)	5.0	\$400.00
George Kimmet	Associate	2011	\$160.00	18.60	\$2,976.00
Afton Ball	Associate	2011	\$150.00	13.90	\$2,085.00
<u>Blended Rate</u>			<u>\$153.78</u>		
<u>Totals</u>				<u>429.10</u>	<u>\$65,988.00</u>
<u>Paraprofessionals</u>					
Kristine Boyer	Paralegal	N/A	\$140.00	34.50	\$4,830.00
Luanne Struss	Paralegal	N/A	\$130.00	51.30	\$6,669.00
<u>Blended Rate</u>			<u>\$134.02</u>		
<u>Totals</u>				<u>85.80</u>	<u>\$11,499.00</u>

**SUMMARY OF PROFESSIONALS PROVIDING SERVICES FROM
OCTOBER 1, 2011 THROUGH MARCH 5, 2012 (BY MATTER)**

Moonlight Basin Ranch, L.P. Matter

<u>Timekeeper</u>	<u>Title</u>	<u>Year Admitted</u>	<u>Rate</u>	<u>Hours</u>	<u>Amount</u>
<u>Shareholders</u>					
Doug James	Senior Shareholder	1982	\$310.00	455.70 ⁸	\$141,267.00
Doug James	Senior Shareholder	1982	\$155.00 (travel)	10.60	\$1,643.00
John Jones	Senior Shareholder	1984	\$310.00	380.20	\$117,862.00
John Jones	Senior Shareholder	1984	\$300.00	3.10	\$930.00
Andy Forsythe	Senior Shareholder	1979	\$310.00	54.10	\$16,771.00
Andy Forsythe	Senior Shareholder	1979	\$225.00	1.0	\$225.00
Tom Smith	Senior Shareholder	1984	\$275.00	193.90	\$53,322.50
Tom Smith	Senior Shareholder	1984	\$137.50 (travel)	5.0	\$687.50
Duncan Peete	Shareholder	1991	\$250.00	0.90	\$225.00
Katie Bell	Shareholder	2006	250.00 ⁹	9.90	\$2,475.00
Katie Bell	Shareholder	2006	180.00	56.22 ¹⁰	\$10,120.00
<u>Totals</u>				<u>1,170.62</u>	<u>\$345,528.00</u>

⁸ Doug James's hours on this matter total 458.40. Mr. James billed 2.70 of these hours at a rate of \$0.00 per hour, which is reflected in this column and included in the Summary of Courtesy Discounts on page 9.

⁹ See FN 7.

¹⁰ Katie Bell's hours on this matter total 58.00. Ms. Bell billed 1.78 hours of these at a rate of \$73.33 per hour, which is reflected in this column and included in the Summary of Courtesy Discounts on page 9.

<u>Associates</u>					
Chris Sweeney	Associate	2008	\$150.00	199.10	\$29,865.00
Brian Marty	Associate	2010	\$160.00	52.00	\$8,320.00
Brandon Hoskins	Associate	2010	\$160.00	126.70	\$20,272.00
Brandon Hoskins	Associate	2010	\$80.00 (travel)	5.00	\$400.00
George Kimmet	Associate	2011	\$160.00	18.60	\$2,976.00
Afton Ball	Associate	2011	\$150.00	13.90	\$2,085.00
<u>Totals</u>				<u>415.30</u>	<u>\$63,918.00</u>
<u>Paraprofessionals</u>					
Kristine Boyer	Paralegal	N/A	\$140.00	34.50	\$4,830.00
Luanne Struss	Paralegal	N/A	\$130.00	45.20	\$5,876.00
<u>Totals</u>				<u>79.70</u>	<u>\$10,706.00</u>

Lone Mountain Ranch Matter

<u>Timekeeper</u>	<u>Title</u>	<u>Year Admitted</u>	<u>Rate</u>	<u>Hours</u>	<u>Amount</u>
<u>Shareholders</u>					
John Jones	Senior Shareholder	1984	\$310.00	8.20	\$2,542.00
<u>Totals</u>				<u>8.20</u>	<u>\$2,542.00</u>
<u>Associates</u>					
Chris Sweeney	Associate	2008	\$150.00	13.80	\$2,070.00

<u>Totals</u>				<u>13.80</u>	<u>\$2,070.00</u>
<u>Paraprofessionals</u>					
Luanne Struss	Paralegal	N/A	\$130.00	6.10	\$793.00
<u>Totals</u>				<u>6.10</u>	<u>\$793.00</u>

**SUMMARY OF COURTESY DISCOUNTS FROM
OCTOBER 1, 2011 THROUGH MARCH 5, 2012**

<u>Timekeeper</u>	<u>Title</u>	<u>Hours</u>	<u>Discount Amount</u>
Doug James	Senior Shareholder	9.50	\$2,945.00
John Jones	Senior Shareholder	2.60	\$806.00
Andy Forsythe	Senior Shareholder	0.30	\$93.00
Katie Bell	Shareholder	1.78	\$320.00
Chris Sweeney	Associate	7.60	\$1,140.00
Brian Marty	Associate	1.30	\$208.00
Kris Boyer	Paralegal	7.30	\$1,022.00
Luanne Struss	Paralegal	0.70	\$91.00
<u>Totals</u>		<u>31.08</u>	<u>\$6,625.00</u>

**SUMMARY OF VOLUNTARY REDUCTIONS FOR TIME ENTRIES AND NON-
WORKING TRAVEL FROM OCTOBER 1, 2011 THROUGH MARCH 5, 2012**

<u>Period</u>	<u>Reduction – Time Entries</u>	<u>Reduction – Non- Working Travel</u>	<u>Total</u>
10/1/2011 - 10/31/2011	\$294.50	\$2,724.00	\$3,018.50
11/1/2011 - 11/30/2011	\$186.00	\$0.00	\$186.00
12/1/2011 - 12/31/2011	\$542.50	\$0.00	\$542.50
1/1/2012 - 1/31/2012	\$15.50	\$0.00	\$15.50
2/1/2012 - 2/29/1012	\$0.00	\$0.00	\$0.00
3/1/2012 - 3/5/1012	\$31.00	\$0.00	\$31.00
<u>Totals</u>	<u>\$1,069.50</u>	<u>\$2,724.00</u>	<u>\$3,793.50</u> ¹¹

¹¹ Moulton voluntarily reduced the amount of professional fees sought by \$3,793.50, which amount reflects voluntary reductions for time billed in increments of twentieths of an hour and for non-working travel pursuant to the guidance provided in the Fee Committee's Confidential Letter Report dated February 17, 2012. Specifically, Moulton reduced time entries billed in twentieths of an hour to the nearest tenth of an hour, and has reduced time entries for non-working travel to reflect one-half the timekeeper's normal hourly rate.

EXHIBIT D

Multiple Timekeepers Attending Same Court Hearing

None

Multiple Timekeepers Attending Same Deposition or Rule 2004 Examination

None

Multiple Timekeepers Attending Same Meeting

Timekeepers	Date	Hearing/Outside Meeting/Deposition	Reason for Multiple Timekeepers
Doug James and Tom Smith	10/07/2011	Meeting with Kim Beatty and Montana Public Service Comission re transfer of Treeline Springs assets to Lehman (including travel to and from Helena)	Doug James is responsible for bankruptcy matters. Tom Smith is responsible for issues related to utilities and the PSC. This meeting involved multiple overlapping issues regarding each of these areas of responsibility.
Doug James, John Jones, Andy Forsythe, Tom Smith, Chris Sweeney, and Brian Marty	12/21/2011	Conference call with Lehman and Moonlight re preparation for closing	Doug James is responsible for bankruptcy and closing matters. Andy Forsythe is responsible for employment law issues. John Jones is responsible for corporate issues. Tom Smith is responsible for PSC and utilities issues. Chris Sweeney is responsible for issues related to the beverage licenses and the related leases and concessions agreements. Brian Marty is responsible for issues relating to the explosives permit. This conference call involved multiple overlapping issues regarding each of these areas of responsibility.
Doug James, Tom Smith, and Brandon Hoskins	1/6/2012 and 1/7/2012	Attend Moonlight closing at Moonlight Basin in Bozeman, Montana	Doug James, Tom Smith, and Brandon Hoskins coordinated and completed the closing transaction whereby the majority of the assets of Moonlight Basin Ranch Limited Partnership and related entities

			were transferred to new Lehman-controlled entities pursuant to the Settlement and Sale Agreement and the Confirmed Chapter 11 Plan of Reorganization. The transaction involved the transfer of a complex business consisting of more than 8,000 acres of real property, a four seasons resort including a ski hill and golf course, restaurants, bars, and related facilities.
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EXHIBIT E

Doug James Certification

MOULTON BELLINGHAM PC

Doug James

Brian O. Marty

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Billings, Montana 59103-2559

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*Special Counsel for Debtors
and Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re

LEHMAN BROTHERS HOLDINGS INC., *et al.*

Debtors,

Chapter 11 Case No.

08-13555 (JMP)

(Jointly Administered)

**CERTIFICATION OF DOUG JAMES IN SUPPORT OF THE APPLICATION OF
MOULTON BELLINGHAM PC FOR ALLOWANCE OF INTERIM COMPENSATION
AND REIMBURSEMENT OF EXPENSES FOR OCTOBER 1, 2011
THROUGH MARCH 5, 2012**

I, Doug James, hereby certify that:

1. I am a shareholder in the law firm of Moulton Bellingham PC (“Moulton”). I submit this certification with respect to the application (the “Application”)¹³ of Moulton, special counsel for the debtors in possession in the above-captioned cases (the “Debtors”), for allowance

¹³ Unless otherwise defined herein, all capitalized terms used herein shall have the meanings set forth in the Application.

of compensation for professional services rendered, and reimbursement of actual and necessary expenses incurred, for the period from October 1, 2011 through March 5, 2012.

2. I make this certification in accordance with General Order M-389, the Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases, adopted by the United States Bankruptcy Court for the Southern District of New York on November 25, 2009 (the "Local Guidelines").

3. In connection therewith, I hereby certify that

- a. I have read the Application;
- b. to the best of my knowledge, information and belief formed after reasonable inquiry, the fees and disbursements sought in the Application fall within the Local Guidelines and the United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330, adopted on January 30, 1996 (the "UST Guidelines") except as specifically noted therein;
- c. except to the extent that fees or disbursements are prohibited by the Local Guidelines or the UST Guidelines, the fees and disbursements sought are billed at rates customarily employed by Moulton and generally accepted by Moulton's clients; and
- d. in providing a reimbursable service, Moulton does not make a profit on that service, whether the service is performed by Moulton in house or through a third party.

DATED this 17th day of May, 2012.

MOULTON BELLINGHAM PC

By /s/ Doug James
Doug James

*Special Counsel for Debtors
and Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re

LEHMAN BROTHERS HOLDINGS INC., *et al.*

Debtors,

Chapter 11 Case No.

08-13555 (JMP)

(Jointly Administered)

**ORDER AWARDING INTERIM COMPENSATION AND
REIMBURSEMENT OF EXPENSES TO MOULTON BELLINGHAM PC**

Upon consideration of the Second Interim Application of Moulton Bellingham PC ("Moulton"), Special Counsel to the Debtors In Possession, Seeking Allowance and Payment of Interim Compensation and Reimbursement of Actual and Necessary Expenses for October 1, 2011 Through March 5, 2012 (the "Application"), dated _____, 2012, relating to the above-referenced bankruptcy case for the period from October 1, 2011 through March 5, 2012 for the (i) allowance of compensation for professional services performed by Moulton from October 1, 2011 through March 5, 2012 in the total amount of \$421,009.50; (ii) allowance of Moulton's actual and necessary expenses incurred from October 1, 2011 through March 5, 2012 in the total amount of \$8,125.10; and (iii) payment of the twenty percent (20%) holdback withheld from payments of the Monthly Fee Statements, plus amounts due for March 2012, and less voluntary reductions, and after notice and hearing thereon, and sufficient cause appearing

therefore, and capitalized terms used in this Order being given the same meanings as are ascribed to those terms in the Application, it is hereby

ORDERED that the Application is hereby granted; and it is further

ORDERED that Moulton is authorized to apply against such amounts the amounts previously paid to it in respect of the Tenth Interim Period pursuant to the Fourth Amended Interim Compensation Order (as such terms are defined in the Application); and it is further

ORDERED that the Debtors pay to Moulton the twenty percent (20%) holdback withheld from the payment of monthly statements, plus amounts due for March 2012, and less voluntary reductions, for a total payment of \$86,573.70.

This ____ day of _____, 2012.

THE HONORABLE JAMES M. PECK
UNITED STATES BANKRUPTCY JUDGE

Prepared and presented by:

MOULTON BELLINGHAM PC

/s/ Doug James
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